

FRONTIER COMMUNICATIONS CORP  
 Form 4/A  
 November 20, 2015

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Nielsen Mark D

2. Issuer Name and Ticker or Trading Symbol  
 FRONTIER COMMUNICATIONS CORP [FTR]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 401 MERRITT 7  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/10/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP and General Counsel

NORWALK, CT 06851  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)  
 11/12/2015

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)   | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A) | (D) | Date<br>Exercisable | Expiration Date | Title           | Amount<br>or<br>Number<br>of Shares |
|--|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------|-----------------|-----------------|-------------------------------------|
| Series A<br>Mandatory<br>Convertible<br>Preferred<br>Stock | (1)                                | 11/10/2015       | P          | 1,000   |      |   | (1) |     | 06/29/2018(1)       |                 | Common<br>Stock | 20,000<br>(2)                       |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Nielsen Mark D<br>401 MERRITT 7<br>NORWALK, CT 06851 |               |           | EVP and<br>General<br>Counsel |       |

## Signatures

/s/ Mark D.  
Nielsen  
Date: 11/20/2015

\*\*Signature of Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The conversion price of the Series A Mandatory Convertible Preferred Stock (the "Series A Preferred Stock") on the mandatory conversion date (June 29, 2018) is dependent upon the market value of the Common Stock for a period of time prior to the mandatory conversion date as set forth in the Certificate of Designations of 11.125% Mandatory Convertible Preferred Stock, Series A, included as
- (1) Exhibit 3.1 to the Issuer's Current Report on Form 8-K filed with the SEC on June 10, 2015 (the "Certificate of Designations"). The Series A Preferred Stock automatically converts into Common Stock on June 29, 2018, but holders may elect to convert shares of Series A Preferred Stock into Common Stock at any time prior to such date at a conversion price of 17.0213 shares of Common Stock per share of Series A Preferred Stock.
  - (2) See note (1). If the price of the Common Stock during the period of time prior to the mandatory conversion date were equal to \$5.00 per share or less, each share of Series A Preferred Stock would convert into 20 shares of Common Stock on the mandatory conversion date.
  - (3) The transaction occurred at \$96.36 per share instead of the \$100.00 liquidation preference.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.