FRONTIER COMMUNICATIONS CORP

Form 4 July 05, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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

1(b).

(Last)

1.Title of

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

Barnes Leroy Jr.

2. Issuer Name and Ticker or Trading Symbol

FRONTIER COMMUNICATIONS

CORP [FTR]

3. Date of Earliest Transaction

(Month/Day/Year) 06/30/2011

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

3.

Officer (give title below)

_X__ Director

10% Owner Other (specify

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person

STAMFORD, CT 06905

3 HIGH RIDGE PARK

(City) (State) (Zip)

2. Transaction Date 2A. Deemed

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

Issuer

Execution Date, if Security (Month/Day/Year) TransactionAcquired (A) or (Instr. 3) Code Disposed of (D) (Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following Reported

5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

(A)

or

4. Securities

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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

8. De Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, a 5)	of				(In
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(1)	06/30/2011		A(2)	898.37	<u>(1)</u>	<u>(1)</u>	Common Stock	898.37	\$ 8
Phantom Stock Units	(1)	07/01/2011		A(3)	2,690.1	<u>(1)</u>	<u>(1)</u>	Common Stock	2,690.1	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
Barnes Leroy Jr. 3 HIGH RIDGE PARK STAMFORD, CT 06905	X					

Signatures

/s/ David G. Schwartz, under Power of
Attorney

**Signature of Reporting Person

Date

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).
- (1) Phantom stock units convert one-for-one into shares of common stock or cash equivalent, at the election of the Reporting Person, upon the Reporting Person's termination of service as a director of the Company.
- (2) Acquired pursuant to a dividend reinvestment feature of the Non-Employee Directors' Equity Incentive Plan.
- (3) Quarterly payment of portion of annual retainer paid in the form of phantom stock units.

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.

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