SHAPIRO MARK S

Form 4 July 05, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Form 4 or

Check this box

Section 16. Form 5

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

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

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

FRONTIER COMMUNICATIONS

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

SHAPIRO MARK S

(First) (Middle)

3 HIGH RIDGE PARK

(Street)

4. If Amendment, Date Original

06/30/2011

CORP [FTR]

(Month/Day/Year)

Symbol

Filed(Month/Day/Year)

3. Date of Earliest Transaction

STAMFORD, CT 06905

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

X Director 10% Owner

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

5. Amount of

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1.Title of Security (Instr. 3)

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

3.

4. Securities Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Securities Beneficially Owned Following Reported

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

(Instr. 4)

Indirect Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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 Derivative

Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

De

Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (or Dispose (D) (Instr. 3, 4, 5)	ed of				(In
				Code V	(A)	(D) Date Exercisable	Expiration e Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	06/30/2011		A(2)	181.64	<u>(1)</u>	<u>(1)</u>	Common Stock	181.64	\$ 8
Phantom Stock Units	<u>(1)</u>	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						
	Director	10% Owner	Officer	Other			
SHAPIRO MARK S 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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