



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-5546

Mail Stop 5546

November 14, 2006

Via Facsimile (441) 295-3494 and US Mail

John Fredriksen  
Chief Executive Officer and President  
Frontline Ltd.  
Par-la-Ville Place, 14 Par-la-Ville Road  
Hamilton, HM 08  
Bermuda

**Re: Frontline Ltd.  
Form 20-F for the Fiscal Year Ended December 31, 2005  
Filed June 30, 2006  
File No. 1-16601**

Dear Mr. Fredriksen:

We have limited our review of the above filing to disclosures relating to your contacts with countries that have been identified as state sponsors of terrorism, and we will make no further review of the filing. Our review with respect to this issue does not preclude further review by the Assistant Director group with respect to other issues. At this juncture, unless otherwise directed, we are asking you to provide us with supplemental information so that we may better understand your disclosure. Please be as detailed as necessary in your response. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filings. We look forward to working with you in these respects. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

General

1. We note from public media sources that you may have operations in or contacts with Iran, a country identified as a state sponsor of terrorism by the U.S. State Department and subject to U.S. export controls and sanctions. We note that the Market Overview section of the Form 20-F refers to Iran, the Middle East and OPEC countries in a discussion of general market

demand and related geopolitical tension. However, the 20-F does not contain any information relating to operations or contacts associated with Iran. Please describe your contacts with Iran, if any, and discuss their materiality to you in light of the country's status as a state sponsor of terrorism. Please also discuss whether the contacts constitute a material investment risk to your security holders. Your response should describe your current, past and anticipated operations in and contacts with Iran, including through affiliates and other direct and indirect arrangements.

2. Your materiality analysis should address materiality in quantitative terms, including the approximate dollar amount of your revenues, assets and liabilities, if any, associated with Iran. Please also address materiality in terms of qualitative factors that a reasonable investor would deem important in making an investment decision, including the potential impact of corporate activities upon a company's reputation and share value.

We note, for example, that Arizona and Louisiana have adopted legislation requiring their state retirement systems to prepare reports regarding state pension fund assets invested in, and/or permitting divestment of state pension fund assets from, companies that do business with countries identified as state sponsors of terrorism. Your materiality analysis should address the potential impact of the investor sentiment evidenced by such actions concerning companies with operations associated with Iran.

3. Your qualitative materiality analysis also should address whether the government of Iran or entities controlled by it receive cash or act as intermediaries in connection with your operations or, to the best of your knowledge, those of your affiliates.
4. We note the reference to the Middle East Gulf. If you have contacts with Syria, a country identified by the U.S. State Department as a state sponsor of terrorism, please provide responses consistent with comments one and two above regarding your contacts with Syria.

Please respond to these comments within 10 business days or tell us when you will provide us with a response. Please understand that we may have additional comments after reviewing your responses to our comments. Please file your response letter on EDGAR.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to the company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

the company is responsible for the adequacy and accuracy of the disclosure in the filing;

staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and

the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filings or in response to our comments on your filings.

Please contact James Lopez at (202) 551-3536 if you have any questions about the comments or our review. You may also contact me at (202) 551-3470.

Sincerely,

Cecilia D. Blye, Chief  
Office of Global Security Risk

cc: Max Webb  
Assistant Director  
Division of Corporation Finance