

Consolidated Communications Holdings, Inc.
 Form 4
 November 05, 2014

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 *
 LUMPKIN RICHARD ANTHONY

2. Issuer Name and Ticker or Trading Symbol
 Consolidated Communications Holdings, Inc. [CNSL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 121 SOUTH 17TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/03/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

MATTOON, IL 61938-3987
 (City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | | | | | 3,192 | D | |
| Common Stock, par value \$0.01 per share | 11/03/2014 | | J ⁽¹⁾ | 1,491,768 D | \$ 0 0 | I | By LLC |
| Common Stock, par value \$0.01 per share | 11/03/2014 | | J ⁽²⁾ | 904,677 A | \$ 0 919,677 | I | By 1970 Trust FBO |

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| | | | | | | | | | |
|--|------------|------------------|---------|---|------|---------|--|---|---|
| value \$0.01 per share | | | | | | | | | Richard A. Lumpkin |
| Common Stock, par value \$0.01 per share | 11/03/2014 | J ⁽³⁾ | 919,677 | D | \$ 0 | 0 | | I | By 1970 Trust FBO Richard A. Lumpkin |
| Common Stock, par value \$0.01 per share | 11/03/2014 | J ⁽⁴⁾ | 309,674 | A | \$ 0 | 309,674 | | I | By Benjamin I. Lumpkin 2008 Dynasty Trust |
| Common Stock, par value \$0.01 per share | 11/03/2014 | J ⁽⁵⁾ | 277,417 | A | \$ 0 | 277,417 | | I | By Elizabeth L. Celio 2008 Dynasty Trust |
| Common Stock, par value \$0.01 per share | | | | | | 481,154 | | I | By Living Trust FBO Richard A. Lumpkin |
| Common Stock, par value \$0.01 per share | | | | | | 3,500 | | I | By wife ⁽⁶⁾ |
| Common Stock, par value \$0.01 per share | | | | | | 106,153 | | I | By Benjamin I. Lumpkin 2012 Irrevocable Trust ⁽⁷⁾ |

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.

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(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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Nu Deriv Secur |
|---------------------------------------|------------------------------|---|---|------------------------|-----------------|--|---|---------------------------------------|-------------------------|
|---------------------------------------|------------------------------|---|---|------------------------|-----------------|--|---|---------------------------------------|-------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Bene- ficial Own- er Follo- wing Repo- sition Trans- action (Instr. | | | |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|---|--------------------|-------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LUMPKIN RICHARD ANTHONY 121 SOUTH 17TH STREET MATTOON, IL 61938-3987 | | X | | |

Signatures

/s/ Matt Smith, Power of Attorney
11/05/2014
**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) On November 3, 2014, Central Illinois Telephone, LLC ("CIT") distributed all of the shares it owned in Consolidated Communications Holdings, Inc. (the "Company") directly to its members.
On November 3, 2014, CIT distributed all of the shares it owned in the Company directly to its members, including the Richard Adamson
- (2) Lumpkin Trust dated 2/6/70 fbo Richard A. Lumpkin. The beneficiaries of the 1970 Trust fbo Richard A. Lumpkin are Mr. Lumpkin and his descendants.
- (3) On November 3, 2014, Mr. Lumpkin ceased being the investment adviser of the 1970 Trust fbo Richard A. Lumpkin, and as a result, he ceased having or sharing any investment control over the securities held by this trust.
On November 3, 2014, CIT distributed all of the shares it owned in the Company directly to its members, including the Benjamin I. Lumpkin 2008 Dynasty Trust, of which Mr. Lumpkin is the trustee. The Benjamin I. Lumpkin 2008 Dynasty Trust was established by Mr. Lumpkin's son, Benjamin I. Lumpkin ("Benjamin"). The beneficiaries of the Benjamin I. Lumpkin 2008 Dynasty Trust are Benjamin's wife, Ravi K. Lumpkin, and the descendants of Benjamin's parents.
- (4) On November 3, 2014, CIT distributed all of the shares it owned in the Company directly to its members, including the Elizabeth L. Celio 2008 Dynasty Trust, of which Mr. Lumpkin is the trustee. The Elizabeth L. Celio 2008 Dynasty Trust was established by Mr. Lumpkin's daughter, Elizabeth L. Celio ("Elizabeth"). The beneficiaries of the Elizabeth L. Celio 2008 Dynasty Trust are Elizabeth's husband, Candelario Celio, and the descendants of Elizabeth's parents.
- (5) Mr. Lumpkin disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Lumpkin is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. These shares are reported solely for Mr. Lumpkin as reporting person.
- (6) Mr. Lumpkin is the trustee of the Benjamin I. Lumpkin 2012 Irrevocable Trust. The beneficiaries of the Benjamin I. Lumpkin 2012 Irrevocable Trust are the descendants of Mr. Lumpkin's son, Benjamin I. Lumpkin.
- (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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