

Consolidated Communications Holdings, Inc.

Form 4

March 04, 2016

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 SECURITIESFiled 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 ANTHONY2. 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)
03/03/2016☒ 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 Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	03/03/2016		A	3,497 ⁽¹⁾	A \$ 0 9,508	D	

Common Stock, par value \$0.01 per share

309,674

I

277,417

I

By
Benjamin I. Lumpkin
2008
Dynasty Trust

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Common Stock, par value \$0.01 per share									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 ⁽²⁾
Common Stock, par value \$0.01 per share					106,153	I			By Benjamin I. Lumpkin 2012 Irrevocable Trust ⁽³⁾
Common Stock, par value \$0.01 per share	08/14/2014	J ⁽⁴⁾	919,677	D	\$ 0	0	I		By 1970 Trust FBO Richard A. Lumpkin

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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

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 03/04/2016

__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) Shares represent an award under the Long Term Incentive Plan. The shares will vest in full on December 5, 2016.

Mr. Lumpkin disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Lumpkin is the
(2) 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.

Mr. Lumpkin is the trustee of the Benjamin I. Lumpkin 2012 Irrevocable Trust. The beneficiaries of the Benjamin I. Lumpkin 2012
(3) Irrevocable Trust are the descendants of Mr. Lumpkin's son, Benjamin I. Lumpkin.

(4) On August 4, 2014, Mr. Lumpkin ceased being the trustee of this trust.

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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