Consolidated Communications Holdings, Inc.

Form 4

per share

November 15, 2006

| FORM | I 1 | | | | | | | OMB AF | PPROVAL | |
|---|--|---|---|---|-----------|-------------|--|--|-------------------|--|
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235-0287 | |
| if no long subject to Section 10 | Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | Expires: Estimated a burden hou | rs per | |
| Form 4 or Form 5 obligation may conti See Instru 1(b). | Filed purs Section 17(a | | | ding Cor | npan | y Act of | 1935 or Section | response | 0.5 | |
| (Print or Type R | Responses) | | | | | | | | | |
| 1. Name and Address of Reporting Person * Shirar Steven J | | | 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) 121 SOUTH | (First) (M | Middle) 3. Dat (Mont | e of Earliest T h/Day/Year) 3/2006 | _ | | | Director _X Officer (give below) Senior | | Owner er (specify | |
| | (Street) | | Amendment, Day/Yea | _ | al | | 6. Individual or Jo Applicable Line) _X_ Form filed by C | One Reporting Pe | rson | |
| MATTOON | , IL 61938-3987 | | | | | | Form filed by M Person | Iore than One Re | porting | |
| (City) | (State) | (Zip) T | able I - Non-I | Derivative | Secur | ities Acq | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, any (Month/Day/Ye | Code | Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| Common Stock, par value \$0.01 per share | 11/13/2006 | | S | 1,293 | D | \$ 18.2 | 77,134 | D | | |
| Common Stock, par value \$0.01 per share | 11/13/2006 | | S | 500 | D | \$ 18.21 | 76,634 | D | | |
| Common Stock, par value \$0.01 | 11/13/2006 | | S | 1,283 | D | \$ 18.22 | 75,351 | D | | |

| Common Stock, par value \$0.01 per share | 11/13/2006 | S | 500 | D | \$ 18.23 | 74,851 | D |
|---|------------|---|---------|---|-------------|--------|---|
| Common Stock, par value \$0.01 per share | 11/13/2006 | S | 511 | D | \$ 18.24 | 74,340 | D |
| Common Stock, par value \$0.01 per share | 11/13/2006 | S | 500 | D | \$ 18.25 | 73,840 | D |
| Common Stock, par value \$0.01 per share | 11/13/2006 | S | 200 | D | \$ 18.26 | 73,640 | D |
| Common Stock, par value \$0.01 per share | 11/13/2006 | S | 100 | D | \$ 18.27 | 73,540 | D |
| Common Stock, par value \$0.01 per share | 11/13/2006 | S | 200 | D | \$ 18.34 | 73,340 | D |
| Common Stock, par value \$0.01 per share | 11/13/2006 | S | 300 | D | \$ 18.37 | 73,040 | D |
| Common Stock, par value \$0.01 per share | 11/13/2006 | S | 100 (1) | D | \$ 18.4 | 72,940 | D |

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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exercisable and | 7. Title and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|-------------------------|------------------|-------------|-------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | orNumber | Expiration Date | Amount of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/Year) | Underlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | Securities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | (Instr. 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | Follo |

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

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

Number of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Shirar Steven J

121 SOUTH 17TH STREET Senior Vice President MATTOON, IL 61938-3987

Signatures

/s/ David J. Doedtman, Power of Attorney 11/15/2006

**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) All sales executed under a programmed trading plan entered into pursuant to the requirements of Rule 10b5-1 under the Securities and Exchange Act of 1934.

Remarks:

Form 2 of 2

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.

Reporting Owners 3

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