

Consolidated Communications Holdings, Inc.

Form 4

March 16, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
03/14/2017

☒ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	03/14/2017		A		3,159 ⁽¹⁾	A	\$ 0
					12,667	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 Lliving 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.

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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/ Steven J. Shirar, Power of
Attorney

03/16/2017

__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, 2017.

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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