

Consolidated Communications Holdings, Inc.

Form 4

November 05, 2014

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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				(A) or (D)	Price		
			Code	V	Amount		
						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	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.

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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	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
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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			
			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 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.
- (2) 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.
- (3) 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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