

LUMPKIN RICHARD ANTHONY
 Form 4
 March 09, 2018

FORM 4

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

OMB APPROVAL

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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)

MATTOON, IL 61938-3987

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 03/07/2018

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

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	03/07/2018		A	10,614 (1)	A \$ 0 23,281	D	
Common Stock, par value \$0.01 per share					493,454	I	By Living Trust FBO Richard A. Lumpkin
Common Stock, par value \$0.01 per share					309,674	I	By Benjamin I.

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value \$0.01 per share							Lumpkin 2017 Dynasty Trust ⁽²⁾
Common Stock, par value \$0.01 per share				277,417	I		By Elizabeth L. Celio 2017 Dynasty Trust ⁽³⁾
Common Stock, par value \$0.01 per share				3,500	I		By wife
Common Stock, par value \$0.01 per share				106,153	I		By Benjamin I. Lumpkin 2012 Irrevocable Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (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 Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

03/09/2018

__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, 2018.

(2) Mr. Lumpkin is the trustee of the Benjamin I. Lumpkin 2017 Dynasty Trust. The Benjamin I. Lumpkin 2017 Dynasty Trust was established by Mr. Lumpkin's son, Benjamin I. Lumpkin ("Benjamin"). The beneficiaries of the Benjamin I. Lumpkin 2017 Dynasty Trust are the descendants of Benjamin's parents (other than Benjamin). The Benjamin I. Lumpkin 2017 Dynasty Trust received all of its shares in Consolidated Communications Holdings, Inc. from the Benjamin I. Lumpkin 2008 Dynasty Trust, which has now terminated.

(3) . Mr. Lumpkin is the trustee of the Elizabeth L. Celio 2017 Dynasty Trust. The Elizabeth L. Celio 2017 Dynasty Trust was established by Mr. Lumpkin's daughter, Elizabeth L. Celio ("Elizabeth"). The beneficiaries of the Elizabeth L. Celio 2017 Dynasty Trust are the descendants of Elizabeth's parents (other than Elizabeth). The Elizabeth L. Celio 2017 Dynasty Trust received all of its shares in Consolidated Communications Holdings, Inc. from the Elizabeth L. Celio 2008 Dynasty Trust, which has now terminated.

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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