

LUMPKIN RICHARD ANTHONY
Form 4
August 10, 2011

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 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)

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

MATTOON, IL 61938-3987

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

(City) (State) (Zip)

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 | 08/08/2011 | | J ⁽¹⁾ | 1,098,273 D | \$ 0 1,987,922 | I | By LLC ⁽²⁾ |
| Common Stock, par value \$0.01 per share | | | | | 3,500 | I | By wife ⁽³⁾ |

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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LUMPKIN RICHARD ANTHONY 121 SOUTH 17TH STREET MATTOON, IL 61938-3987 | X | | Chairman of the Board | |

Signatures

/s/ Matt Smith, Attorney-in-Fact for Richard Anthony Lumpkin
 **Signature of Reporting Person
 Date 08/08/2011

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) Distribution of shares to members of Central Illinois Telephone, LLC, an entity that may be deemed to be indirectly controlled by Mr. Lumpkin. Mr. Lumpkin did not have a pecuniary interest in these shares, which were distributed immediately prior to the filing of this report to members of Central Illinois Telephone, LLC other than Mr. Lumpkin, all of whom are members of the Lumpkin family or entities maintained for their benefit.
- (2) Number of shares held represents the total amount held in the name of Central Illinois Telephone, LLC. Mr. Lumpkin does not have a pecuniary interest in all the shares held in the name of Central Illinois Telephone, LLC and disclaims beneficial ownership as defined in Rule 16a-1(a)(2) of all shares in which he does not have a pecuniary interest. This report shall not be deemed an admission for purposes of Section 16 that Mr. Lumpkin is the beneficial owner of shares held by Central Illinois Telephone, LLC in which he does not have a pecuniary interest.
- (3)

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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, and are not beneficially owned by Central Illinois Telephone, LLC.

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.