

LUMPKIN RICHARD ANTHONY  
Form 4  
March 04, 2019

**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)

3. Date of Earliest Transaction (Month/Day/Year)  
02/27/2019

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 Ownership (Instr. 4) |         |   |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|---|
|  |                                      |  | Code                           | V   | Amount or Price   |  |  |         |   |   |
| Common Stock, par value \$0.01 per share | 02/27/2019                           |  | A                              |   | 11,797<br>(1)   | A  | \$ 0                                       | 35,078  | D |   |
| Common Stock, par value \$0.01 per share |                                      |  |                                |   |   |  |  | 106,153 | I | By Benjamin I. Lumpkin 2012 Irrevocable Trust |
|  |                                      |  |                                |   |   |  |  | 309,674 | I |   |

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|  |  |  |  |         |   |  |   |
|--|--|--|--|---------|---|--|---|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  |         |   |  | By<br>Benjamin I.<br>Lumpkin<br>2017<br>Dynasty<br>Trust <sup>(2)</sup> |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 277,417 | I |  | By Elizabeth<br>L. Celio<br>2017<br>Dynasty<br>Trust <sup>(3)</sup>     |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 3,500   | I |  | By Wife   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 493,454 | I |  | By Living<br>Trust FBO<br>Richard A.<br>Lumpkin                         |

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.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Owne<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                       |
|   |  |   |   |                                      |  | Code   | V   | (A)   | (D)  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| LUMPKIN RICHARD ANTHONY<br>121 SOUTH 17TH STREET<br>MATTOON, IL 61938-3987 | X             |           |         |       |

## Signatures

/s/ Marcia K. Hussong, Power of Attorney

03/04/2019

\_\_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, 2019

(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. 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.