

Consolidated Communications Holdings, Inc.  
 Form 4  
 November 17, 2006

**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 \*  
 Dively Joseph R

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)  
 11/15/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior Vice President

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock, par value \$0.01 per share	11/15/2006		S	3,056 D	\$ 18 111,260	D	
Common Stock, par value \$0.01 per share	11/15/2006		S	837 D	\$ 18.01 110,423	D	
Common Stock, par value \$0.01 per share	11/15/2006		S	300 D	\$ 18.02 110,123	D	

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Common Stock, par value \$0.01 per share	11/15/2006	S	1,585	D	\$ 18.05	108,538	D
Common Stock, par value \$0.01 per share	11/15/2006	S	100	D	\$ 18.06	108,438	D
Common Stock, par value \$0.01 per share	11/15/2006	S	1,200	D	\$ 18.07	107,238	D
Common Stock, par value \$0.01 per share	11/15/2006	S	1,500	D	\$ 18.09	105,738	D
Common Stock, par value \$0.01 per share	11/15/2006	S	2,200	D	\$ 18.12	103,538	D
Common Stock, par value \$0.01 per share	11/15/2006	S	2,065	D	\$ 18.14	101,473	D
Common Stock, par value \$0.01 per share	11/15/2006	S	3,691	D	\$ 18.19	97,782	D
Common Stock, par value \$0.01 per share	11/15/2006	S	500	D	\$ 18.2	97,282	D
Common Stock, par value \$0.01 per share	11/15/2006	S	1,843	D	\$ 18.21	95,439	D
Common Stock, par value \$0.01 per share	11/15/2006	S	200	D	\$ 18.23	95,239	D
Common Stock, par value \$0.01 per share	11/15/2006	S	4,500	D	\$ 18.24	90,739	D
	11/15/2006	S	363	D		90,376	D

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Common Stock, par value \$0.01 per share					\$ 18.25		
Common Stock, par value \$0.01 per share	11/15/2006	S	300	D	\$ 18.26	90,076	D
Common Stock, par value \$0.01 per share	11/15/2006	S	275	D	\$ 18.27	89,801	D
Common Stock, par value \$0.01 per share	11/15/2006	S	3,018	D	\$ 18.28	86,783	D
Common Stock, par value \$0.01 per share	11/15/2006	S	6,206	D	\$ 18.3	80,577	D
Common Stock, par value \$0.01 per share	11/15/2006	S	200	D	\$ 18.31	80,377	D
Common Stock, par value \$0.01 per share	11/15/2006	S	756	D	\$ 18.32	79,621	D
Common Stock, par value \$0.01 per share	11/15/2006	S	600	D	\$ 18.33	79,021	D
Common Stock, par value \$0.01 per share	11/15/2006	S	100	D	\$ 18.34	78,921	D
Common Stock, par value \$0.01 per share	11/15/2006	S	225	D	\$ 18.4	78,696	D
Common Stock, par value \$0.01 per share	11/15/2006	S	1,380	D	\$ 18.03	77,316	D

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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 Owned Following Transaction (Instr. 6)
				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
Dively Joseph R 121 SOUTH 17TH STREET MATTOON, IL 61938-3987			Senior Vice President	

## Signatures

/s/ David J. Doedtman, Power of Attorney  
11/17/2006

\*\*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).

### Remarks:

All sales executed under a programmed trading plan entered into pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934.  
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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