

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WINDSTREAM HOLDINGS, INC.</u> (Last) (First) (Middle) <u>4001 RODNEY PARHAM ROAD</u> (Street) <u>LITTLE ROCK AR 72212</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COMMUNICATIONS SALES & LEASING, INC. [CSAL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/24/2015</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/24/2015		J		149,827,213 ⁽¹⁾	A	\$0.00	149,827,214 ⁽²⁾	I ⁽¹⁾	By Windstream Services, LLC
Common Stock	04/24/2015		J		120,442,150 ⁽¹⁾	D	\$0.00	29,385,064	I ⁽¹⁾	By Windstream Services, LLC

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
WINDSTREAM HOLDINGS, INC.
 (Last) (First) (Middle)
4001 RODNEY PARHAM ROAD
 (Street)
LITTLE ROCK AR 72212
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
WINDSTREAM SERVICES, LLC
 (Last) (First) (Middle)
4001 RODNEY PARHAM ROAD
 (Street)
LITTLE ROCK AR 72212
 (City) (State) (Zip)

Explanation of Responses:

1. On April 24, 2015, Communications Sales & Leasing, Inc. (the "Issuer"), a Maryland corporation wholly owned by Windstream Services, LLC ("WIN Services"), a Delaware limited liability company

wholly owned by Windstream Holdings, Inc., a Delaware corporation ("WIN Holdings" and, together with WIN Services, "Windstream"), issued 149,827,213 shares of its common stock to WIN Services as consideration for the contribution of certain assets to the Issuer in connection with the spin-off of the Issuer from Windstream. Following such issuance, WIN Services distributed 120,442,150 shares of the Issuer's common stock to WIN Holdings, who subsequently distributed such shares to its stockholders on a pro rata basis.

2. Includes one share of common stock of the Issuer previously reported as indirectly held by WIN Holdings and directly held by WIN Services.

Remarks:

WINDSTREAM HOLDINGS,
INC., WINDSTREAM
SERVICES, LLC, By: /s/ John 04/28/2015
P. Fletcher, Name: John P.
Fletcher, Title: Executive Vice
President & General Counsel

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.