

SHENANDOAH TELECOMMUNICATIONS CO/VA/
 Form 4
 February 21, 2014

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 *
FRENCH CHRISTOPHER E

2. Issuer Name and Ticker or Trading Symbol
SHENANDOAH TELECOMMUNICATIONS CO/VA/ [SHEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/19/2014

PO BOX 459

(Street)

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

EDINBURG, VA 22824

(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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	02/20/2014		A		1,518	A	\$ 26.01	160,511	D	
Common Stock	02/20/2014		F		518	D	\$ 26.01	159,993	D	
Common Stock								55,230	I	By Spouse
Common Stock								6,834	I	By Daughter
Common Stock								6,834	I	By Son

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Common Stock	6,834	I	By Son
Common Stock	92,387 ⁽¹⁾	I	TTEE French Grandchildren Trust
Common Stock	223,776 ⁽¹⁾	I	TTEE U/A WBF fbo Grandchildren
Common Stock	169,983 ⁽¹⁾	I	TTEE WBF fbo Anne
Common Stock	169,983	I	TTEE WBF fbo Christopher
Common Stock	75,432 ⁽¹⁾	I	TTEE WBF fbo Cynthia
Common Stock	3,240 ⁽¹⁾	I	TTEE Gladys H Teale Trust

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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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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	<u>(2)</u>	02/19/2014		A	11,383	<u>(3)</u> 02/19/2018	Common Stock	11,383
Restricted Stock Units	<u>(2)</u>	02/20/2014		M	1,518	<u>(3)</u> 02/20/2016	Common Stock	1,518

