

SHENANDOAH TELECOMMUNICATIONS CO/VA/
Form 4
March 27, 2014

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 *
PIRTLE WILLIAM L

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
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP - Wireless

(Last) (First) (Middle)

PO BOX 459

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/25/2014

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/25/2014		M		6,996	A	\$ 25.26
Common Stock	03/25/2014		M		715	A	\$ 16.58
Common Stock	03/25/2014		M		1,397	A	\$ 10.82
Common Stock	03/25/2014		M		999	A	\$ 13.84
Common Stock	03/25/2014		F		6,573	D	\$ 33.27

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)	Amount or Number of Shares
Incentive Stock Option	\$ 25.26	03/25/2014		X	6,996	02/16/2010 ⁽¹⁾ 02/16/2016	Common Stock	6,996
Incentive Stock Option	\$ 16.58	03/25/2014		X	715	02/21/2012 ⁽¹⁾ 02/20/2021	Common Stock	715
Incentive Stock Option	\$ 10.82	03/25/2014		X	1,397	02/20/2013 ⁽¹⁾ 02/19/2022	Common Stock	1,397
Incentive Stock Option	\$ 13.84	03/25/2014		X	999	02/18/2014 ⁽¹⁾ 02/18/2023	Common Stock	999

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PIRTLE WILLIAM L PO BOX 459 EDINBURG, VA 22824			VP - Wireless	

Signatures

William L Pirtle 03/27/2014

**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) Option vests 1/4 on each the first, second, third and fourth anniversary.

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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