SHENANDOAH TELECOMMUNICATIONS CO/VA/
Form 4
February 22, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Whitaker Thomas A

(Last) (First) (Middle)

PO BOX 459

(Street)

EDINBURG, VA 22824

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SR VP - Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/18/2016		A		1,633	A	$ 21.85	20,441	D	
Common Stock	02/18/2016		F		627	D	$ 21.85	19,814	D	
Common Stock	02/18/2016		A		914	A	$ 21.85	20,728	D	
Common Stock	02/18/2016		F		350	D	$ 21.85	20,378	D	
Common Stock	02/19/2016		A		1,649	A	$ 22.03	22,027	D	

Common Stock	02/19/2016	F	613	D	$ 22.03	21,414 (1)	D
Common Stock	02/20/2016	A	1,784	A	$ 22.07	23,198	D
Common Stock	02/20/2016	F	574	D	$ 22.07	22,624 (1)	D

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

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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)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	02/18/2016		M			1,633	(3)	02/18/2017	Common Stock	1,633	
Restricted Stock Units	(2)	02/18/2016		M			914	(4)	02/21/2019	Common Stock	914	
Restricted Stock Units	(2)	02/19/2016		M			1,649	(3)	02/19/2018	Common Stock	1,649	
Restricted Stock Units	(2)	02/20/2016		M			1,784	(3)	02/20/2016	Common Stock	1,784	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Whitaker Thomas A
PO BOX 459
EDINBURG, VA 22824

SR VP - Operations

Signatures

Thomas A Whitaker	02/22/2016
**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) On December 31, 2015, the common stock of Shenandoah Telecommunications Company split two-for-one, resulting in the reporting person's acquisition of 9,404 additional shares of common stock.

(2) Each restricted stock unit represents a contingent right to receive one share of common stock.

(3) The option vests 1/4 on each the first, second, third and fourth anniversary. The option (and shares issuable upon exercise of the option) are subject to cancellation and forfeiture in accordance with the Company's executive compensation policy.

(4) The restricted stock units vest 1/4 on the third Thursday of each February beginning in 2016 subject to the continuous employment by the Company or one of its affiliates until the date of vesting. Vested shares will be delivered to the reporting person on the vesting date. The restricted stock units are subject to forfeiture in accordance with the Company's executive compensation policy.

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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