

FRENCH CHRISTOPHER E
 Form 4
 February 23, 2012

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 *
 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)

(Last) (First) (Middle)
 PO BOX 459
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/21/2012

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

EDINBURG, VA 22824

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/21/2012 | | A | A | \$ 1,428 | 150,732 | D |
| Common Stock | 02/21/2012 | | F | D | \$ 519 | 150,213 | 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.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | ⁽²⁾ | 02/21/2012 | | M | 1,428 | ⁽³⁾ 02/21/2015 | Common Stock | 1,428 |

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

FRENCH CHRISTOPHER E
PO BOX 459
EDINBURG, VA 22824

X

President

Signatures

Christopher E
French

02/23/2012

**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).

These shares are held in trust for the benefit of certain relatives of Mr. French. Mr. French disclaims beneficial ownership of the shares as

(1) to which he has no pecuniary interest and this filing is not an admission that Mr. French is the beneficial owner of such shares for purposes of Section 16 or any other purpose.

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

The restricted stock units vest 1/4 on each the first, second, third and fourth anniversary subject to the continuous employment by the

(3) 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 recovery 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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