

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 *
Whitaker Thomas A

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) _____ Other (specify below)
VP-Wireless & Cable Operations

(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		3,132	A	\$ 25.26	5,723	D
Common Stock	03/25/2014		M		1,700	A	\$ 16.58	7,423	D
Common Stock	03/25/2014		M		2,897	A	\$ 10.82	10,320	D
Common Stock	03/25/2014		M		1,056	A	\$ 13.84	11,376	D
Common Stock	03/25/2014		F		4,606	D	\$ 33.27	6,770	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)	Amount or Number of Shares
Incentive Stock Option	\$ 25.26 ⁽¹⁾	03/25/2014		X	3,132	02/16/2010 ⁽¹⁾ 02/20/2016	Common Stock	3,132
Incentive Stock Option	\$ 16.58 ⁽¹⁾	03/25/2014		X	1,700	02/21/2012 ⁽¹⁾ 02/20/2021	Common Stock	1,700
Incentive Stock Option	\$ 10.82 ⁽¹⁾	03/25/2014		X	2,897	02/20/2013 ⁽¹⁾ 02/19/2022	Common Stock	2,897
Incentive Stock Option	\$ 13.84 ⁽¹⁾	03/25/2014		X	1,056	02/18/2014 ⁽¹⁾ 02/18/2023	Common Stock	1,056

Reporting Owners

Reporting Owner Name / Address

Relationships

Whitaker Thomas A
PO BOX 459
EDINBURG, VA 22824

Director 10% Owner Officer Other

VP-Wireless & Cable Operations

Signatures

Thomas A
Whitaker 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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