FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* PIRTLE WILLIAM L (Last) (First) (Middle)					SE TE	2. Issuer Name and Ticker or Trading Symbol SHENANDOAH TELECOMMUNICATIONS CO/VA/ [SHEN]										below) below)				vner	
PO BOX 459					3. Date of Earliest Transaction (Month/Day/Year) 02/21/2012										VP - Sales						
(Street) EDINBU	NBURG VA 22824					4. If Amendment, Date of Original Filed (Month/Day/Year) 02/22/2012									Line)	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																					
Da					2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		´ Co	Transaction Disp Code (Instr. 5)			Securities Acquired (A) oposed Of (D) (Instr. 3, 4 a				ies ially Following	Form:	: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership	
										de V	,	Amount	(A) (D)	Pr Pr	rice	Reporte Transac (Instr. 3	tion(s)			(Instr. 4)	
Common Stock 02/21/2						2012			A	A		723	A	\$	10.82	2 15,737			D		
Common Stock 02/21/2						2012			1	3		263	D	\$	10.82	2 15,474			D		
	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. Deeme Execution if any (Month/Da	Date,	4. Transa Code (8)		of E		Expira	6. Date Exercisal Expiration Date (Month/Day/Year			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		S (I	Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly (10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exerci	sable		piration ite	Title	Amo or Num of Shar	ber						
Restricted Stock Units	(1)	02/21/2012			М			723	(2)	02	/21/2015	Common Stock	72	3	\$0	7,713		D		

Explanation of Responses:

- 1. Each restricted stock unit represents a contingent right to receive one share of common stock.
- 2. The restricted stock units vest 1/4 on each the first, second, third and fourth anniversary 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 recovery policy.

Remarks:

William L Pirtle

02/23/2012

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.