FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Vashington, D	.C. 20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average b	ourden							
hours per response.	0.5							

			or Section 30(h) of the Investment Company Act of 1940					
1. Name and Address of Reporting Person*  BANKS HEATHER K  (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) 02/17/2022	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  X Officer (give title Other (specify below)  VP & Chief HRO  6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person				
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)				5. Amount of Securities Beneficially Owned Following Reported		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(11150.4)
Common Stock	02/17/2022		A		1,729	A	\$0	3,960	D	
Common Stock	02/17/2022		F		664	D	\$0	3,296	D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned										

## (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3. Transaction Date 3A. Deemed Execution Date 11. Nature of Indirect 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of Z. Conversion Transaction Derivative Ownership Expiration Date Amount of derivative Security or Exercise (Month/Day/Year) Code (Instr. 8) Derivative (Month/Day/Year) Securities Security Securities Beneficial (Instr. 3) Price of (Month/Day/Year) Securities Underlying Derivative Security (Instr. 5) Beneficially Direct (D) Ownership Derivative Acquired Owned or Indirect (Instr. 4) (A) or Disposed Following Reported Security (Instr. 3 and 4) (I) (Instr. 4) of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount Number Date Expiration Date (A) (D) Exercisable Title Shares Restricted (1) 02/17/2022 M 548 (2) 02/16/2023 548 \$<mark>0</mark> 7,469 D Stock Unit Stock

(2)

(3)

02/15/2024

02/20/2025

699

482

## **Explanation of Responses:**

(1)

(1)

Restricted

Stock Unit

Restricted

Stock Unit

1. Each restricted stock unit represents a contingent right to receive one share of common stock.

02/17/2022

02/17/2022

- 2. The option vests one-fourth on each the first, second, third and fourth anniversary. The options (and shares issuable upon exercise of the option) are subject to cancellation and forfeiture in accordance with the Company's executive compensation recovery policy.
- 3. The option vests 10% in February 2022; and then 30% each in February 2023, February 2024, and February 2025. The options (and shares issuable upon exercise of the option) are subject to cancellation and forfeiture in accordance with the Company's executive compensation recovery policy.

Raymond B Ostroski Atty in Fact for Heather Banks

699

482

Stock

Stock

\$<mark>0</mark>

\$0

02/22/2022

6,770

6.288

D

D

\*\* 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).

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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.

Know all by these present, that the undersigned hereby constitutes and appoints each of Christopher E. French and Ray Ostroski, signing singly, the undersigned's true and lawful attorney-in-fact to:
(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Shenandoah Telecommunications Company

(the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of July, 2019.

Signature: /s/ Heather K Banks

Print Name: Heather K Banks