### FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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*  McKay Edward H						2. Issuer Name <b>and</b> Ticker or Trading Symbol SHENANDOAH TELECOMMUNICATIONS CO/VA/								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Other (specify					vner	
(Last) (First) (Middle)					SHEN ]									X	below	) ``	ing 0	below)  Planning	. ,	
PO BOX 459					3. Date of Earliest Transaction (Month/Day/Year) 06/21/2012										VP-	-Engmeen	iiig ∝	t Plaillillig		
(Street) EDINBURG VA 22824					4. I	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person					
(City) (State) (Zip)					-									Λ	Form filed by More than One Reporting Person					
		Tab	le I - Nor	n-Deriv	/ative	e Se	curiti	es A	cquire	l, Di	sposed	of, or B	enefici	ally	Owne	d				
=: ::o o: ocous, (o o,				2. Transaction Date (Month/Day/Year)			2A. Deemed Execution Date, if any (Month/Day/Year)		Cod	Transaction Dispos Code (Instr. 5)		rities Acqui ed Of (D) (In		5. Amount of Securities Beneficially Owned Follow Reported		Form (D) o	Ownership m: Direct or Indirect Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Cod	e v	Amount	nt (A) or (D)		е	Transac	ported insaction(s) str. 3 and 4)			(instr. 4)	
Common Stock 06/21/2						2012		A		313	313 A \$		L <b>.97</b>	2,336			D			
		Т	able II - I								osed of				wned					
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/Day	Date,	ate, Transaction		n of		6. Date Expirati (Month/	on Dat		Amount of		De Se (Ir	Price of erivative ecurity 1str. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amoun or Numbe of Shares	r						
Restricted Stock Units	(1)	06/21/2012			M			313	(2)		06/21/2014	Common Stock	313		\$0	5,627		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 o the vesting date. The restricted stock units are subject to forfeiture in accordance with the Company's executive compensation recovery policy.

### Remarks:

**Edward H McKay** 

06/28/2012

\*\* Signature of Reporting Person

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.