FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL									
	OMB Number:	3235-0287								
-	Estimated average	hurdon								

0.5

hours per response:

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

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 and Ticker or Trading Symbol SHENANDOAH TELECOMMUNICATIONS CO/VA/								5. Relationship of Reporting Person(s) to Issu (Check all applicable) Director 10% Own X Officer (give title Other (sp.					/ner	
(Last) (First) (Middle)							SHEN]									Officer (give title below)			респу	
PO BOX 459						3. Date of Earliest Transaction (Month/Day/Year) 02/19/2014									VP-	Engineeri	Planning			
(Street) EDINBURG VA 22824					4. 11	f Ame	endment,	Date (of Original	Filed	(Month/Da		Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person							
(City)	(City) (State) (Zip)															Form filed by More than One Reporting Person				
		Tab	le I - No	n-Deri	vative	e Se	curitie	s Ac	quired,	Dis	posed c	of, or B	enefic	ially	Owned	l				
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da						Execution Date,			Code (I		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			4 and Securiti Benefici Owned		es ally Following	Form (D) o	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership	
										v	Amount	(A) (D)	Pric	e	Reporte Transac (Instr. 3	tion(s)			(Instr. 4)	
Common Stock 02/20,						2014			A		847	A	\$2	6.01	4,	4,732		D		
Common	Stock	ck 02/20/2014 F 325 D \$26.01 4,407						D												
		-	Γable II -						uired, D , option						Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	Date,	4. Transaction Code (Instr. 8)				6. Date Ex Expiration (Month/Da	Date		7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		S (1	Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Ow For Dir or (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisab		xpiration ate	Title	Amou or Numb of Share	er						
Restricted Stock Units	(1)	02/19/2014			A		3,195		(2)	0	2/19/2018	Commor Stock	3,19	5	\$0	24,500)	D		
Restricted	(1)	02/20/2014			м			847	(2)		2/20/2016	Commor	847	,	\$0	23.653		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

02/21/2014

** 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.