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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL									
OMB Number:	3235-0287								
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1. Name and Addres	ss of Reporting Perso DUGLAS C	n*	2. Issuer Name and Ticker or Trading Symbol <u>SHENANDOAH</u> <u>TELECOMMUNICATIONS CO/VA/</u> [tionship of Reporting Person all applicable) Director	10% Owner	
(Last)	(First)	(Middle)	SHEN]		Officer (give title below)	Other (specify below)	
PO BOX 459			3. Date of Earliest Transaction (Month/Day/Year) 02/18/2014				
(Street)	3.74	22024	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing (Check Applicable	
EDINBURG	VA	22824		X	Form filed by One Report	ing Person	
(City)	(State)	(Zip)			Form filed by More than C Person	One Reporting	

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)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/18/2014		A		481	Α	\$25.72	11,332	D	
Common Stock	02/20/2014		A		616	Α	\$26.01	11,948	D	
Common Stock								1,217.8023	Ι	By Spouse

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. Transa Code (8)		ı of 🛛		Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	02/18/2014		М			481	(2)	02/18/2016	Common Stock	481	\$0	2,548	D	
Restricted Stock Units	(1)	02/19/2014		Α		769		(2)	02/19/2017	Common Stock	769	\$0	3,317	D	
Restricted Stock Units	(1)	02/20/2014		М			616	(2)	02/20/2015	Common Stock	616	\$0	2,701	D	

Explanation of Responses:

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

2. The restricted stock unit vest 1/3 on each the first, second and third anniversary subject to the continuous service on the Board of Directors of 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.

Remarks:

Douglas C Arthur

02/20/2014

Date

** 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.