FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL									
1	OMD Normals and	2025.00								

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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).

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					SF	2. Issuer Name and Ticker or Trading Symbol SHENANDOAH TELECOMMUNICATIONS CO/VA/										eck all app Direc	tor	ng Per	10% O	wner	
(Last) (First) (Middle)						SHEN]										X Officer (give title below)			Other (below)	specity	
PO BOX 459						3. Date of Earliest Transaction (Month/Day/Year) 02/21/2012											VP -		es		
(Street)	treet) DINBURG VA 22824					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)	(Si	tate)	(Zip)													Form	Form filed by More than One Reporting Person				
		Tab	le I - Noi	n-Deriv	ative	Se	curitie	es Ac	qu	ıired, l	Dis	posed (of, or	Bene	eficial	ly Owne	d				
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)						ar) E	2A. Deemed Execution Date, if any (Month/Day/Year		Code (Instr.							Benefi Owned	ties cially I Following	Forn (D) o	wnership n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership	
										Code	v	Amount	Amount (A) or (D)		Price		ed ction(s) 3 and 4)			(Instr. 4)	
Common Stock 02/21/2					/2012	2012				A		723		Α	\$10.8	32 1	5,737	D			
Common	Stock	ock 02/21/2012 F 263 D \$10.82 15,474 D						D													
		Т	able II -									sed of onverti				Owned				•	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemo Execution if any (Month/Da	Date,	4. Transa Code (8)				6. Date Exercisal Expiration Date (Month/Day/Year				7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	is Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Dat Exe	te ercisable		epiration	Title	OI N Of	umber						
Restricted Stock Units	(1)	02/21/2012			М			723		(2)	02	2/21/2015	Comn		723	\$0	28,480)	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

02/22/2012

** 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.