(Last)

Restricted

Stock Unit

02/15/2018

M

PO BOX 459

FORM 4

(First)

(Middle)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

3. Date of Earliest Transaction (Month/Day/Year)

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL

OMB Number: Estimated average burden hours per response: 0.5

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	RSHIP
1. Name and Address of Reporting Person* FRENCH CHRISTOPHER E	2. Issuer Name and Ticker or Trading Symbol SHENANDOAH TELECOMMUNICATIONS COVVA/[5. Relationship of Re (Check all applicable X Director

SHEN]

02/15/2018

5. Relat (Check	ionship of Reporting Persor all applicable)	n(s) to Issuer
X	Director	10% Owner
X	Officer (give title below)	Other (specify below)

President

(Street) EDINBURG (City)	VA (State)	22824 (Zip)	4. If Amendment, D	ate of O	rigina	l Filed (Montl	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person								
		Table I - Non-Deriva	ative Securities	tive Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security	(Instr. 3)	2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code V		Amount (A) or (D) Price		Price	Reported Transaction(s) (Instr. 3 and 4)						
Common Stock		02/15/2018		A		7,555	A	\$0	165,036	D					
Common Stock		02/15/2018		F		2,095	D	\$31.05	162,941	D					
Common Stock		02/19/2018		A		5,692	A	\$0	168,633	D					
Common Stock		02/19/2018		F		1,579	D	\$32.85	167,054	D					
Common Stock									64,296	I	By Spouse				
Common Stock									13,668	I	By Son				
Common Stock									137,984	I	TTEE French Grandchildren Trust ⁽¹⁾				
Common Stock									316,484	I	TTEE U/A WBF fbo Grandchildren ⁽¹⁾				
Common Stock									345,000	I	By Son as TTEE of French Family Trust ⁽¹⁾				
Common Stock									339,966	I	TTEE WBF fbo Anne ⁽¹⁾				
Common Stock									146,249	I	TTEE WBF fbo Cynthia ⁽¹⁾				
Common Stock									339,966	I	TTEE WBF fbo Chirstopher ⁽¹⁾				
Common Stock									6,480	I	TTEE Gladys H Teale Trust ⁽¹⁾				

	(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)	ate Execution Date, if any (Month/Day/Year) Execution Date, if any (of Deri Seci Acq (A) o Disp of (E	osed D) tr. 3, 4	6. Date Exerc Expiration Da (Month/Day/\)	ate	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				

2,710

Common

2,710

\$<mark>0</mark>

84,241

D

02/21/2019

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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)	erivative Conversion Date Execution Date (Month/Day/Year) if any		Execution Date,	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and 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 Unit	(2)	02/15/2018		M			2,474	(3)	02/20/2020	Common Stock	2,474	\$0	81,767	D	
Restricted Stock Unit	(2)	02/15/2018		M			2,371	(3)	02/18/2021	Common Stock	2,371	\$0	79,396	D	
Restricted Stock Unit	(2)	02/19/2018		M			5,692	(3)	02/19/2018	Common Stock	5,692	\$0	73,704	D	

Explanation of Responses:

- 1. These shares are held in trust for the benefit of certain relatives of Mr. French. Mr. French disclaims beneficial ownership of the shares as to which he has no pecuniary interest and this filing is not an admission that Mr. French is the beneficial owner of such shares.
- 2. Each restricted stock unit represents a contingent right to receive one share of common stock.
- 3. 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.

<u>Chirstopher E French</u> <u>02/20/2018</u>

** 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.