SEC Form 4	
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## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subjec Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: 3235-0287 Estimated average burden

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

McKay Edward H			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>SHENANDOAH</u> <u>TELECOMMUNICATIONS CO/VA/</u>		tionship of Reporting Person all applicable) Director	10% Owner
(Last) PO BOX 459	(First)	(Middle)	SHEN ]   3. Date of Earliest Transaction (Month/Day/Year)   02/16/2016	X	Officer (give title below) SR VP- Eng & Networ	Other (specify below) C Planning
(Street) EDINBURG	VA	22824	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing ( Form filed by One Report Form filed by More than C	ing Person
(City)	(State)	(Zip)			Person	

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities / Disposed Of ( 5)			Securities Beneficially	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	Transaction(s) (Instr. 3 and 4)		(1130. 4)

#### 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 (	ction	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		6. Date Exerc Expiration Da (Month/Day/Y	isable and 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)	Beneficial Ownership (Instr. 4)
				Code	v	and 5) (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	02/16/2016		A		3,252		(2)	02/20/2020	Common Stock	3,252	\$0	39,606	D	

Explanation of Responses:

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

2. The restricted stock units vest 1/4 on the third Thursday of each February beginning in 2017 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 policy.

#### Remarks:

# Edward H McKay

\*\* Signature of Reporting Person

02/18/2016

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.

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