FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	OVAL					
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	Check this box if no longer subject to								
٦	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*						2. Issuer Name and Ticker or Trading Symbol SHENANDOAH									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
ARTHUR DOUGLAS C						TELECOMMUNICATIONS CO/VA/ [X Directo	or		10% O	vner	
(Last) (First) (Middle)				SHEN]										Officer below)	(give title		Other (s	specify		
PO BOX 459				3. Date of Earliest Transaction (Month/Day/Year) 09/17/2007																
(Street)				4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line)						
EDINBU	RG VA	'A 22824										K Form f	iled by One	Repo	orting Perso	n				
(City) (Sta		ite) (Ž	(Zip)												Form f Persor		e thar	one Repo	rting	
		Table	e I - Non-l	Deriva	tive	Sec	uritie	s Ac	quired,	Dis	posed o	f, or B	ene	ficiall	y Owned					
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da					Execution			n Date,	Code (I	Transaction Disposed Code (Instr. 5)		ties Acquired (A) d Of (D) (Instr. 3, 4		A) or , 4 and	5. Amou Securitie Beneficia Owned F	es Fo ally (D) Following (I)		n: Direct r Indirect sstr. 4)	7. Nature of Indirect Beneficial Ownership	
							Code	v	Amount	(A) or (D)		Price	Reported Transact (Instr. 3 a	Transaction(s) (Instr. 3 and 4)			(Instr. 4)			
		Tá	able II - De								osed of, onvertil				Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day)	Date,	Code (In				6. Date Ex Expiration (Month/Da	•	7. Title and Amount of Securities Underlying Derivative Sec (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Or No	ımber						
Performance Shares	(1)	09/17/2007		\dashv	A		246	, ,	(2)	\dashv	09/17/2015	Commo	+	246	(2)	246		D		

Explanation of Responses:

1. 1-for-1

/s/ Douglas C Arthur 09/19/2007

** 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.

^{2.} Vesting is subject to market and time-based conditions, both of which must be met for vesting to occur. The time-based condition requires that a recipient must remain in the continuous employment of the Company or one of its Affiliates until the date upon which the Performance Shares vest. All of the shares will fully vest on September 17, 2012, 2013, 2014 or 2015 if the average closing price for the common stock for the 30 day period ending on the day prior to such date is greater than or equal to \$28.70, \$30.34, \$31.98, and \$33.62 respectively. If the Performance Shares do not vest on or prior to September 17, 2015 they will be forfeited.