FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington.

Washington, D.C. 20549	OMB APPROVAL			
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-02		

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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

				$\overline{}$				$\overline{}$							-								
1. Name and Address of Reporting Person* ZERKEL JAMES E II					2. Issuer Name and Ticker or Trading Symbol SHENANDOAH											5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
ZERKEL JAMES E II				TE	ELE	$\overline{\text{COM}}$	<u>1MU</u>	_ NI	ICATI	ON	S CO	VA/	۱ ا		X Director				10% O	vner			
(Last)	(Fi	irst) ((Middle)		- 1	TELECOMMUNICATIONS CO/VA/ [SHEN]											Officer below)	(give title		Other (s	specify		
PO BOX 459						Date of 1/21/2		st Tran	sac	ction (Mo	nth/[Day/Year)											
(Street) EDINBURG VA 22824					4. I	4. If Amendment, Date of Original Filed (Month/Day/Year)											6. Individual or Joint/Group Filing (Check Applicable Line)						
EDINBU	IKG V	A	22824											X Form filed by One Reporting Person					n				
(City)	(Si	tate) ((Zip)												Form filed by More than One Reporting Person								
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																						
Date					n/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		′ I	Code (Instr.					d (A) or r. 3, 4 an	and Securitie Beneficia Owned F		es For ially (D) Following (I) (n: Direct or Indirect nstr. 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				02/21	2/21/2014					A		352		A	\$26.9		34,816			D			
Common Stock															7		750			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. Deeme Execution if any (Month/Day	Date,	4. Transa Code (8)		5. Number of		Exp	Date Exe piration I onth/Day	Date		Amo Secu Unde Deriv	7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		Dei	Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Ow For Oir Or (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Dat Exe	te ercisable		piration ate	Title		Amount or Number of Shares								
Restricted Stock	(1)	02/21/2014			M			352		(2)	02	/21/2014	Com		352		\$0	2,349		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:

James E Zerkel II

02/20/2014

** 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.