FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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

Name and Address of Reporting Person* McKay Edward H					SF	2. Issuer Name and Ticker or Trading Symbol SHENANDOAH TELECOMMUNICATIONS CO/VA/ [heck a	all appli Directo	cable)	g Per	son(s) to Is 10% O Other (wner
(Last) (First) (Middle)]										below)		_	below)	
PO BOX	459	,	` '			Date o		liest Transaction (Month/Day/Year)									VP-	Engineeri	ing &	k Planning	g
(Street)	JRG V	A :	22824		4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)										ne)	vidual or Joint/Group Filing (Check Form filed by One Reporting Pe			orting Perso	
(City)	(S	tate)	(Zip)														Form 1		e tha	n One Repo	orting
		Tab	le I - Noi	n-Deriv	ative	e Se	curiti	es Ac	quire	d, Di	isp	osed (of, o	r Be	neficia	lly O	wne	k			
Da			2. Trans Date (Month/I	Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)				4 and Securi Benefi		es ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
										e V		Amount		(A) or (D)	Price	1	Transaction(s) (Instr. 3 and 4)				(111311. 4)
Common Stock				02/21	/2012							538	3 A \$		\$10.	82	2 2,023			D	
		Т	able II -	Deriva (e.g., p												y Ow	ned				
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/Da	Date,		Transaction Code (Instr.		1 of E		i. Date Exercisa Expiration Date Month/Day/Year			7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		Security			9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa	ıble	Ex Da	piration te	Title		Amount or Number of Shares						
Restricted Stock Units	(1)	02/21/2012			М			538	(2)		02/	/21/2015	Com	nmon ock	538	5	\$0	16,924		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 o the vesting date. The restricted stock units are subject to forfeiture in accordance with the Company's executive compensation recovery policy.

Remarks:

Edward H McKay

02/22/2012

** Signature of Reporting Person

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.