

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>PIRTLE WILLIAM L</u><br><br>(Last) (First) (Middle)<br><br><u>PO BOX 459</u><br><br>(Street)<br><u>EDINBURG VA 22824</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>SHENANDOAH TELECOMMUNICATIONS CO/VA/ [ SHEN ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><br><u>VP - Wireless</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/25/2014</u>                               |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |   |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 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 Reported Transaction(s) (Instr. 3 and 4) | 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   |   |  |   |
| Common Stock                    | 03/25/2014                           |  | M                              |   | 6,996   | A          | \$25.26 | 24,705  | D  |   |
| Common Stock                    | 03/25/2014                           |  | M                              |   | 715   | A          | \$16.58 | 25,420  | D  |   |
| Common Stock                    | 03/25/2014                           |  | M                              |   | 1,397   | A          | \$10.82 | 26,817  | D  |   |
| Common Stock                    | 03/25/2014                           |  | M                              |   | 999   | A          | \$13.84 | 27,816  | D  |   |
| Common Stock                    | 03/25/2014                           |  | F                              |   | 6,573   | D          | \$33.27 | 21,279  | D  |   |

**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. 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 |
| Incentive Stock Option                     | \$25.26  | 03/25/2014                           |  | X                              |   | 6,996  | 02/16/2010 <sup>(1)</sup>                                | 02/16/2016 | Common Stock  | 6,996                                      | \$25.26  | 21,443  | D  |                  |
| Incentive Stock Option                     | \$16.58  | 03/25/2014                           |  | X                              |   | 715  | 02/21/2012 <sup>(1)</sup>                                | 02/20/2021 | Common Stock  | 715  | \$16.58  | 20,728  | D  |                  |
| Incentive Stock Option                     | \$10.82  | 03/25/2014                           |  | X                              |   | 1,397  | 02/20/2013 <sup>(1)</sup>                                | 02/19/2022 | Common Stock  | 1,397                                      | \$10.82  | 19,331  | D  |                  |
| Incentive Stock Option                     | \$13.84  | 03/25/2014                           |  | X                              |   | 999  | 02/18/2014 <sup>(1)</sup>                                | 02/18/2023 | Common Stock  | 999  | \$13.84  | 18,332  | D  |                  |

**Explanation of Responses:**

1. Option vests 1/4 on each the first, second, third and fourth anniversary.

**Remarks:**

William L Pirtle

03/27/2014

\*\* 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.