

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Whitaker Thomas A</u>			2. Issuer Name and Ticker or Trading Symbol <u>SHENANDOAH TELECOMMUNICATIONS CO/VA/ [SHEN]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SR VP - Operations</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2016</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>PO BOX 459</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>EDINBURG VA 22824</u>								
(City) (State) (Zip)								

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	02/18/2016		A		1,633	A	\$21.85	20,441	D	
Common Stock	02/18/2016		F		627	D	\$21.85	19,814	D	
Common Stock	02/18/2016		A		914	A	\$21.85	20,728	D	
Common Stock	02/18/2016		F		350	D	\$21.85	20,378	D	
Common Stock	02/19/2016		A		1,649	A	\$22.03	22,027	D	
Common Stock	02/19/2016		F		613	D	\$22.03	21,414 ⁽¹⁾	D	
Common Stock	02/20/2016		A		1,784	A	\$22.07	23,198	D	
Common Stock	02/20/2016		F		574	D	\$22.07	22,624 ⁽¹⁾	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	Expiration Date						Title
Restricted Stock Units	(2)	02/18/2016		M			1,633	(3)	02/18/2017	Common Stock	1,633	\$0	28,624	D	
Restricted Stock Units	(2)	02/18/2016		M			914	(4)	02/21/2019	Common Stock	914	\$0	27,710	D	
Restricted Stock Units	(2)	02/19/2016		M			1,649	(3)	02/19/2018	Common Stock	1,649	\$0	26,061	D	
Restricted Stock Units	(2)	02/20/2016		M			1,784	(3)	02/20/2016	Common Stock	1,784	\$0	24,277	D	

Explanation of Responses:

- On December 31, 2015, the common stock of Shenandoah Telecommunications Company split two-for-one, resulting in the reporting person's acquisition of 9,404 additional shares of common stock.
- Each restricted stock unit represents a contingent right to receive one share of common stock.
- The option vests 1/4 on each the first, second, third and fourth anniversary. The option (and shares issuable upon exercise of the option) are subject to cancellation and forfeiture in accordance with the Company's executive compensation policy.
- The restricted stock units vest 1/4 on the third Thursday of each February beginning in 2016 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:

Thomas A Whitaker

02/22/2016

** 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.