FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number: 3235-02								
Estimated average burden								
hours per response:	0.5							

(I) (Instr. 4)

D

Ownership

Instruction 1(b).				File	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934									hours per			sponse:	0.5		
					or Sec	tion 30(h) of the	e Inves	stmen	t Com	pany Act	of 19	40								
Name and Address of Reporting Person* <u>Fitzsimmons Tracy</u>						2. Issuer Name and Ticker or Trading Symbol SHENANDOAH								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
						TELECOMMUNICATIONS CO/VA/ [X Director			10% O	wner		
(Last) (First) (Middle)				-	SHEN]								Officer below)	(give title		Other (below)	specify			
PO BOX 459					3. Date of Earliest Transaction (Month/Day/Year) 02/21/2011															
(Street) EDINBURG VA 22824					4. If An	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
EDINBURG VA 22824														X Form filed by One Reporting Person						
(City)	(S	(State) (Zip)									Form filed by More than One Reporting Person									
		Tab	le I - Nor	ı-Deriv	ative S	ecurities A	cquii	red,	Disp	osed o	of, o	r Bene	eficial	ly Owned	t					
1. Title of Security (Instr. 3) 2. Transa Date (Month/D				saction Day/Year)	Execution Date,		Code (Instr.		4. Securi Dispose 5)				Benefici	es ally Following	Form (D) o	n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code	v	Amount		(A) or (D)	Price	Transac	ransaction(s) nstr. 3 and 4)			(11301.4)		
		7				curities Acc Is, warrant								Owned						
1. Title of Derivative Conversion Security (Instr. 3) Price of Security Conversion Security (Instr. 3) Price of Security Conversion Security (Instr. 3) Price of Security (Instr. 3) Secur			Date, Transaction Code (Instr.			Expi	ate Exe iration nth/Da	Date	ble and	Amo Secu	tle and ount of urities erlying		8. Price of Derivative Security Secu (Instr. 5)			10. Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownershi			

Explanation of Responses:

(1)

Price of Derivative

Security

1. Each restricted stock unit represents a contingent right to receive one share of common stock.

02/21/2011

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.

Exercisable

(2)

Remarks:

Restricted

Stock Units

Tracy Fitzsimmons

Underlying Derivative Security

Amount Number of Shares

1,056

(Instr. 3 and 4)

Title

Commor

Stock

Expiration

02/21/2014

Date

Following

(Instr. 4)

Reported Transaction(s)

1,965

02/22/2011

** 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).

Code ٧

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.

Acquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

(D)

(A)

1,056