

**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	
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1. Name and Address of Reporting Person * <b>FRENCH CHRISTOPHER E</b>			2. Issuer Name and Ticker or Trading Symbol <b>SHENANDOAH TELECOMMUNICATIONS CO/VA/ [ SHEN ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/12/2016</b>			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		
PO BOX 459			4. If Amendment, Date of Original Filed (Month/Day/Year) <b>02/16/2016</b>					
(Street) <b>EDINBURG VA 22824</b>								
(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	02/12/2016		A		46,862	A	\$12.63	380,720	D	
Common Stock	02/12/2016		F		28,128	D	\$21.95	352,592 <sup>(1)</sup>	D	
Common Stock								110,460 <sup>(2)</sup>	I	By Spouse
Common Stock								13,668 <sup>(3)</sup>	I	By Son
Common Stock								152,620 <sup>(5)</sup>	I	TTEE French Grandchildren Trust <sup>(4)</sup>
Common Stock								397,812 <sup>(6)</sup>	I	TTEE U/A WBF fbo Grandchildren <sup>(4)</sup>
Common Stock								339,966 <sup>(7)</sup>	I	TTEE WBF fbo Anne <sup>(4)</sup>
Common Stock								339,966 <sup>(8)</sup>	I	TTEE WBF fbo Christopher <sup>(4)</sup>
Common Stock								150,864 <sup>(9)</sup>	I	TTEE WBF fbo Cynthia <sup>(4)</sup>
Common Stock								6,480 <sup>(10)</sup>	I	TTEE Gladys H Teale Trust <sup>(4)</sup>

**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
Incentive Stock Option	\$12.63	02/12/2016		X			46,862	(11)	02/16/2016	Common Stock	46,862	\$12.63	231,004 <sup>(12)</sup>	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 166,929 additional shares of common stock.
- On December 31, 2015, the common stock of Shenandoah Telecommunications Company split two-for-one, resulting in the reporting person's acquisition of 55,230 additional shares of common stock.
- On December 31, 2015, the common stock of Shenandoah Telecommunications Company split two-for-one, resulting in the reporting person's acquisition of 6,834 additional shares of common stock.
- These shares are held in trust for the benefit of certain relatives of Mr. French. Mr. French disclaims beneficial ownership of the shares as to which he has no pecuniary interest and this filing is not an admission that Mr. French is the beneficial owner of such shares.
- On December 31, 2015, the common stock of Shenandoah Telecommunications Company split two-for-one, resulting in the reporting person's acquisition of 76,310 additional shares of common stock.
- On December 31, 2015, the common stock of Shenandoah Telecommunications Company split two-for-one, resulting in the reporting person's acquisition of 198,906 additional shares of common stock.
- On December 31, 2015, the common stock of Shenandoah Telecommunications Company split two-for-one, resulting in the reporting person's acquisition of 169,983 additional shares of common stock.
- On December 31, 2015, the common stock of Shenandoah Telecommunications Company split two-for-one, resulting in the reporting person's acquisition of 169,983 additional shares of common stock.
- On December 31, 2015, the common stock of Shenandoah Telecommunications Company split two-for-one, resulting in the reporting person's acquisition of 75,432 additional shares of common stock.

10. On December 31, 2015, the common stock of Shenandoah Telecommunications Company split two-for-one, resulting in the reporting person's acquisition of 3,240 additional shares of common stock.
11. 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 recovery policy.
12. This amended Form 4 is filed to correct the number of derivative securities beneficially owned following reported transaction.

**Remarks:**

Christopher E French

02/16/2016

\*\* 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.**