

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 23, 1996

Shenandoah Telecommunications Company
(Exact name of registrant as specified in charter)

Virginia (State or other jurisdiction of incorporation)	0-9881 (Commission File Number)	54-1162807 (IRS Employer Identification Number)
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124 South Main Street, Edinburg, Virginia (Address of principal executive offices)	22824 (Zip Code)
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Registrant's telephone number, including area code (540) 984-4141
PAGE

-2-

Item 5. Other Events.

On February 23, 1996, Shenandoah Cable Television, a wholly-owned subsidiary of Shenandoah Telecommunications Company, announced that it has signed a Letter of Intent to acquire the Shenandoah County, Virginia cable television systems of FrontierVision Operating Partners, L.P., of Denver, Colorado. The CATV systems to be acquired were formerly owned by C4 Media Cable and were acquired by FrontierVision as part of a larger acquisition of cable assets. The acquired CATV systems would become part of the Company's existing CATV system, which presently serves the town of Edinburg, Basye, and surrounding areas of Shenandoah County.

The acquisition is subject to execution of a definitive agreement and approval by the local governing bodies for the transfer of the existing franchises.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SHENANDOAH TELECOMMUNICATIONS COMPANY

By: Christopher E. French
President