

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* FRENCH CHRISTOPHER E <hr/> (Last) (First) (Middle) PO BOX 459 <hr/> (Street) EDINBURG VA 22824 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol SHENANDOAH TELECOMMUNICATIONS CO/VA/ [SHEN] <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 04/02/2004 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)			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) <p style="text-align: center;">President</p> <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
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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	01/30/2004		J ⁽¹⁾	V	21,454	A	(1)	42,908	D	
Common	01/30/2004		J ⁽¹⁾	V	4,573	A	(1)	9,146	I	BY WIFE
Common	01/30/2004		J ⁽¹⁾	V	1,139	A	(1)	2,278	I	BY DAUGHTER
Common	01/30/2004		J ⁽¹⁾	V	1,139	A	(1)	2,278	I	BY SON
Common	01/30/2004		J ⁽¹⁾	V	1,139	A	(1)	2,278	I	BY SON
Common	01/30/2004		J ⁽¹⁾	V	37,296	A	(1)	74,592	I	TTEE U/A WBF FBO GRANDCHILDREN
Common	01/30/2004		J ⁽¹⁾	V	8,891	A	(1)	17,782	I	TTEE FRENCH GRANDCHILDREN TRUST
Common	01/30/2004		J ⁽¹⁾	V	15,606	A	(1)	31,212	I	TTEE WBF FBO ANNE
Common	01/30/2004		J ⁽¹⁾	V	2,329	A	(1)	4,658	I	TTEE WBF FBO CYNTHIA
Common	01/30/2004		J ⁽¹⁾	V	15,606	A	(1)	31,212	I	TTEE WBF FBO CHRISTOPHER
Common	01/30/2004		J ⁽¹⁾	V	430	A	(1)	860	I	TTEE U/A GLADYS TEAL FBO PATRICIA
Common	01/30/2004		J ⁽¹⁾	V	186,000	A	(1)	372,000	I	MANAGING DIRECTOR FRENCH FAMILY INVESTMENTS LLC
Common	04/02/2004		J ⁽²⁾	V	186,000	D	(2)	186,000	I	MANAGING DIRECTOR FRENCH FAMILY INVESTMENTS LLC
Common	04/02/2004		J ⁽²⁾	V	73,935	A	(2)	73,935	I	MANAGING DIRECTOR W AND O LLC
Common	04/02/2004		J ⁽²⁾	V	73,935	D	(2)	0	I	MANAGING DIRECTOR W AND O LLC
Common	04/02/2004		J ⁽²⁾	V	11,731	A	(2)	42,943	I	TTEE WBF FBO ANNE
Common	04/02/2004		J ⁽²⁾	V	11,730	A	(2)	16,388	I	TTEE WBF FBO CYNTHIA

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	04/02/2004		J ⁽²⁾	V	11,731	A	(2)	42,943	I	TTEE WBF FBO CHRISTOPHER
Common	04/02/2004		J ⁽²⁾	V	4,743	A	(2)	22,525	I	TTEE FRENCH GRANDCHILDREN TRUST

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
Stock Option (right to buy)	\$24.25	03/08/2004		A		1,798		(3)	03/07/2009 ⁽⁴⁾	Common	1,798	\$0	1,798	D	
Stock Appreciation Right	\$24.25	03/08/2004		A		1,798		(3)	03/07/2009 ⁽⁴⁾	Common	1,798	\$0	1,798	D	

Explanation of Responses:

- Shares issued pursuant to a 2-for-1 stock split effective January 30, 2004.
- Change in form of ownership for no consideration, in transaction exempt under Rule 16a-13.
- The option vests in two equal annual installments beginning March 9, 2005.
- The employee stock option and the stock appreciation right were granted in tandem. Accordingly, the exercise of one results in the expiration of the other.

/S/ Christopher E. French

04/02/2004

** 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.