FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

Check this box if no longer subject to	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
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

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* <u>Fitzsimmons Tracy</u>					SE	2. Issuer Name and Ticker or Trading Symbol SHENANDOAH TELECOMMUNICATIONS CO/VA/ [5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					vner
(Last)	(First) (Middle)			SH	SHEN]									Officer below)	(give title		Other (s below)	specify	
PO BOX	459	,				3. Date of Earliest Transaction (Month/Day/Year) 02/20/2012													
(Street)	JRG V	A :	22824		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
(City)	(S	tate) (Zip)											21	Form filed by More than One Reporting Person				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)					Execution Date,			e, Transaction Disposed Code (Instr. 5)		ities Acquir d Of (D) (In:		and Securiti Benefic Owned		es For ially (D) Following (I) (: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership		
						Code	v	Amount	(A) or (D)		•		nnsaction(s) str. 3 and 4)			(Instr. 4)			
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
Derivative Conversion Date Execusive Or Exercise (Month/Day/Year) if any		3A. Deemed Execution I if any (Month/Day	Date, Transacti Code (Ins					6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)				9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisab		xpiration ate	Title	or Numbe of Shares						
Restricted Stock	(1)	06/21/2011			A		1,848		(2)	0	2/20/2015	Common	1,848		\$0	3,756		D	

Explanation of Responses:

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

Remarks:

Tracy Fitzsimmons

02/21/2012

** 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.