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SHENANDOAH TELECOMMUNICATIONS CO/VA/

Form 4

February 24, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287 January 31, Expires:

OMB APPROVAL

2005

0.5

burden hours per response...

Estimated average

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

TELECOMMUNICATIONS

Symbol

SHENANDOAH

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

FRENCH CHRISTOPHER E

may continue.

See Instruction

			CO/VA/ [SHEN]					X Director 10% Owner			
(Last) PO BOX 4	,	(Middle)		Day/Year	Transactio	n		_X_ Officer below)	(give titlebelo Presiden		
EDINBUR	4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owne								oficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 02/21/2014	2A. Deem	ed Date, if	3.	4. Securion(A) or D (D) (Instr. 3,	ities A pispose 4 and (A) or	cquired d of	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)	
Common Stock	02/21/2014			F	459	D	\$ 26.9	160,962	D		
Common Stock								55,230	I	By Spouse	
Common Stock								6,834	I	By Daughter	
Common Stock								6,834	I	By Son	

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Common Stock	6,834	I	By Son
Common Stock	92,387 (1)	I	TTEE French Grandchildren Trust
Common Stock	223,776 (1)	I	TTEE U/A WBF fbo Grandchildren
Common Stock	169,983 <u>(1)</u>	I	TTEE WBF fbo Anne
Common Stock	169,983	I	TTEE WBF fbo Christopher
Common Stock	75,432 <u>(1)</u>	I	TTEE WBF fbo Cynthia
Common Stock	3,240 (1)	I	TTEE Gladys H Teale Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	02/21/2014		M	1,428	(3)	02/21/2015	Common Stock	1,428	

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners 2

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Director 10% Owner Officer Other

FRENCH CHRISTOPHER E

PO BOX 459 X President

EDINBURG, VA 22824

Signatures

Christopher E

French 02/24/2014

**Signature of Date

Reporting Person

Explanation of Responses:

- * 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).
- 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.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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