

SHENANDOAH TELECOMMUNICATIONS CO/VA/

Form 4

March 27, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESFiled 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Whitaker Thomas A2. Issuer Name and Ticker or Trading Symbol
SHENANDOAH
TELECOMMUNICATIONS
CO/VA/ [SHEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
VP-Wireless & Cable Operations(Last) (First) (Middle)
PO BOX 459
(Street)3. Date of Earliest Transaction
(Month/Day/Year)
03/25/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

EDINBURG, VA 22824

(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 Ownership (Instr. 4)
Common Stock	03/25/2014		M	3,132 A	\$ 25.26 5,723	D	
Common Stock	03/25/2014		M	1,700 A	\$ 16.58 7,423	D	
Common Stock	03/25/2014		M	2,897 A	\$ 10.82 10,320	D	
Common Stock	03/25/2014		M	1,056 A	\$ 13.84 11,376	D	
Common Stock	03/25/2014		F	4,606 D	\$ 33.27 6,770	D	

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

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(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. 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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option	\$ <u>25.26</u> ⁽¹⁾	03/25/2014		X		3,132		02/16/2010 ⁽¹⁾	02/20/2016	Common Stock	3,132
Incentive Stock Option	\$ <u>16.58</u> ⁽¹⁾	03/25/2014		X		1,700		02/21/2012 ⁽¹⁾	02/20/2021	Common Stock	1,700
Incentive Stock Option	\$ <u>10.82</u> ⁽¹⁾	03/25/2014		X		2,897		02/20/2013 ⁽¹⁾	02/19/2022	Common Stock	2,897
Incentive Stock Option	\$ <u>13.84</u> ⁽¹⁾	03/25/2014		X		1,056		02/18/2014 ⁽¹⁾	02/18/2023	Common Stock	1,056

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Whitaker Thomas A PO BOX 459 EDINBURG, VA 22824	VP-Wireless & Cable Operations

Signatures

Thomas A
Whitaker
03/27/2014
Date
**Signature of 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).

(1) Option vests 1/4 on each the first, second, third, and fourth anniversary.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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