

**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	
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<b>1. Name and Address of Reporting Person*</b> <u>FRENCH CHRISTOPHER E</u>  (Last) (First) (Middle)  PO BOX 459  (Street) EDINBURG VA 22824  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> SHENANDOAH TELECOMMUNICATIONS CO/VA/ [ SHEN ]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  President
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 09/17/2015	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> 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. 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 Stock	09/17/2015		A		4,800	A	\$40.65	170,721	D	
Common Stock	09/17/2015		F		1,588	D	\$40.65	169,133	D	
Common Stock								55,230	I	By Spouse
Common Stock								6,834	I	By Son
Common Stock								81,910 <sup>(1)</sup>	I	TTEE French Grandchildren Trust
Common Stock								198,906 <sup>(1)</sup>	I	TTEE U/A WBF fbo Grandchildren
Common Stock								169,983 <sup>(1)</sup>	I	TTEE WBF fbo Anne
Common Stock								169,983	I	TTEE WBF fbo Christopher
Common Stock								75,432 <sup>(1)</sup>	I	TTEE WBF fbo Cynthia
Common Stock								3,240 <sup>(1)</sup>	I	TTEE Gladys H Teale Trust
Common Stock								0 <sup>(4)</sup>	I	By Children <sup>(4)</sup>

**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
Restricted Stock Units	(2)	09/17/2015		M			4,800	(3)	09/17/2015	Common Stock	4,800	\$0	138,953	D	

**Explanation of Responses:**

- 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.
- Each restricted stock unit represents a contingent right to receive one share of common stock.
- The restricted stock vested on September 17, 2015, when the time-based and market-based conditions were met.
- The reporting person no longer has a reportable beneficial interest in 13,668 shares of common stock owned by two of his children which had been included in the reporting person's prior ownership reports.

**Remarks:**

Christopher E French

09/21/2015

\*\* 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.**