FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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hours per response:	0.5

| 1. Name and Address of Reporting Person*

 MACDONALD DAVID K

 (Last) (First) (Middle)

 PO BOX 459

 (Street)

 EDINBURG **VA** **22824**

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 SHENANDOAH TELECOMMUNICATIONS CO/VA/ [**SHEN**]

 3. Date of Earliest Transaction (Month/Day/Year)
 08/22/2007

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 Director   10% Owner
 Officer (give title below)   X   Other (specify below)

      VP-Operations

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X   Form filed by One Reporting Person
    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	08/02/2007		J[1]	V	5,242	A	[1]	7,863	D	
Common Stock	08/02/2007		J[1]	V	45.3054	A	[1]	67.9581	I	By Son
Common Stock	08/02/2007		J[1]	V	45.3054	A	[1]	67.9581	I	By Son
Common Stock	08/22/2007		M		3,525	A	$10.0966	11,388	D	
Common Stock	08/22/2007		S		2,949	D	$19.25	8,439	D	
Common Stock	08/22/2007		S		576	D	$19.03	7,863	D	

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	Amount or Number of Shares				
Incentive Stock Option	$10.0966	08/22/2007		X		3,525		03/21/2006[2]	03/22/2010	Common	3,525	$10.0966	3,201	D	

Explanation of Responses:

1. Shares issued pursuant to a 3-for-1 stock split effective August 2, 2007.

2. The option vests in two equal installments beginning on March 21, 2006.

/s/ David K MacDonald   08/24/2007

** 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.