SEC Form 4

FORM 4

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MACKENZIE EARLE A (Last) (First) (Middle)	**SHENANDOAH TELECOMMUNICATIONS CO/VA/** [**SHEN**]	Director / 10% Owner / X Officer (give title below) / Other (specify below)
PO BOX 459 (Street)	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2018	**Executive Vice President & C00**
EDINBURG VA 22824 (City) (State) (Zip)	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 / 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	02/15/2018		A		8,018	A	$0	278,703	D	
Common Stock	02/15/2018		F		2,224	D	$31.05	276,479	D	
Common Stock	02/19/2018		A		7,403	A	$0	283,882	D	
Common Stock	02/19/2018		F		2,614	D	$32.85	281,268	D	
Common Stock								191,516	I	By Spouse

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				
Restricted Stock Unit	(1)	02/15/2018		M			3,204	(2)	02/21/2019	Common Stock	3,204	$0	27,274	D	
Restricted Stock Unit	(1)	02/15/2018		M			2,592	(2)	02/20/2020	Common Stock	2,592	$0	24,682	D	
Restricted Stock Unit	(1)	02/15/2018		M			2,222	(2)	02/18/2021	Common Stock	2,222	$0	22,460	D	
Restricted Stock Unit	(1)	02/19/2018		M			7,403	(2)	02/19/2018	Common Stock	7,403	$0	15,057	D	

Explanation of Responses:

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

2. The option vests one-fourth on each the first, second, third and fourth anniversary. The options (and shares issuable upon exercise of the option) are subject to cancellation and forfeiture in accordance with the Company's executive compensation recovery policy.

Earle A MacKenzie	02/20/2018
** Signature of Reporting Person	Date