

SHENANDOAH TELECOMMUNICATIONS CO/VA/
Form 4
February 22, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MACKENZIE EARLE A

2. Issuer Name and Ticker or Trading Symbol
SHENANDOAH TELECOMMUNICATIONS CO/VA/ [SHEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Vice President

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2016

PO BOX 459

(Street)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/18/2015 | | A | | 4,453 | A | \$ 21.85 |
| Common Stock | 02/18/2015 | | F | | 1,617 | D | \$ 21.85 |
| Common Stock | 02/18/2015 | | A | | 3,204 | A | \$ 21.85 |
| Common Stock | 02/18/2015 | | F | | 985 | D | \$ 21.85 |
| Common Stock | 02/19/2016 | | A | | 7,404 | A | \$ 22.03 |

| | | | | | | | | |
|--------------|------------|---|-------|---|----------|------------------------|---|-----------|
| Common Stock | 02/19/2016 | F | 2,276 | D | \$ 22.03 | 135,015 ⁽¹⁾ | D | |
| Common Stock | 02/20/2016 | A | 4,590 | A | \$ 22.07 | 139,605 | D | |
| Common Stock | 02/19/2016 | F | 1,499 | D | \$ 22.07 | 138,106 ⁽¹⁾ | D | |
| Common Stock | | | | | | 201,516 ⁽²⁾ | I | By Spouse |

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. 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | ⁽³⁾ | 02/18/2016 | | M | 4,453 | ⁽⁴⁾ 02/18/2017 | Common Stock | 4,453 |
| Restricted Stock Units | ⁽³⁾ | 02/18/2016 | | M | 3,204 | ⁽⁵⁾ 02/21/2019 | Common Stock | 3,204 |
| Restricted Stock Units | ⁽³⁾ | 02/19/2016 | | M | 7,404 | ⁽⁴⁾ 02/19/2018 | Common Stock | 7,404 |
| Restricted Stock Units | ⁽³⁾ | 02/20/2016 | | M | 4,590 | ⁽⁴⁾ 02/20/2016 | Common Stock | 7,404 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

MACKENZIE EARLE A
PO BOX 459
EDINBURG, VA 22824

Executive Vice President

Signatures

Earle A
MacKenzie 02/22/2016
__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).
- (1) On December 31, 2015, the common stock of Shenandoah Telecommunications Company split two-for-one, resulting in the reporting person's acquisition of 62,416 additional shares of common stock.
- (2) On December 31, 2015, the common stock of Shenandoah Telecommunications Company split two-for-one, resulting in the reporting person's acquisition of 100,758 additional shares of common stock.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (4) The option vests ? 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 policy.
The restricted stock units vest 1/4 on the third Thursday of each February beginning in 2016 subject to the continuous employment by the
- (5) Company or one of its affiliates until the date of vesting. Vested shares will be delivered to the reporting person on the vesting date. The restricted stock units are subject to forfeiture in accordance with the Company's executive compensation 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.