#### MACKENZIE EARLE A

Form 4 June 28, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

obligations may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

MACKENZIE EAR	Symbol SHENANDOAH TELECOMMUNICATIONS CO/VA/ [SHEN]				ng	Issuer  (Check all applicable)  Director 10% Owner				
(Last) (First	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					X_ Officer (give title Other (specify below)  Executive Vice President			
PO BOX 459  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  EDINBURG, VA 22824						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State	(Zip)	Tabl	le I - Non-D	erivative	Secui	rities Acq	uired, Disposed o	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)  2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)		
Common Stock 06/21/2	012		A	1,718	A	\$ 11.97	28,125	D		
Common Stock 06/21/2	012		F	553	D	\$ 11.97	27,572	D		
Common Stock							687	I	By Spouse	
Common Stock							146,040 (3)	I	TTEE Barbara R	

Bowman Rev Trust

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**DTD** 4/4/2012 TTEE Dick D Common  $142,080 \frac{(3)}{}$ I Bowman Stock Trust DTD 4/4/2012

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

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 control number.

SEC 1474

(9-02)

Stock

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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D)	e Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock	<u>(1)</u>	06/21/2012		M	1,71	3 (2)	06/21/2014	Common	1,718	

# **Reporting Owners**

Relationships Reporting Owner Name / Address

Other Director 10% Owner Officer MACKENZIE EARLE A

**PO BOX 459** EDINBURG, VA 22824

**Executive Vice President** 

# **Signatures**

Earle A

Units

MacKenzie 06/28/2012 \*\*Signature of Date Reporting Person

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### **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) Each restricted stock unit represents a contingent right to receive one share of common stock.
  - The restricted stock units vest 1/4 on each the first, second, third and fourth anniversary subject to the continuous employment by the
- (2) 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 recovery policy.
- (3) These shares are held in trust for the benefit of certain relatives of Mr. McKenzie. Mr. McKenzie disclaims beneficial ownership of the shares as to which he has no pecuniary interes.

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.