Koontz Richard L Jr Form 4 February 22, 2013

FORM 4

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

Section 16.

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Addre Koontz Richard (Last)	*	g Person *_ (Middle)	2. Issuer Name and Ticker or Trading Symbol SHENANDOAH TELECOMMUNICATIONS CO/VA/ [SHEN] 3. Date of Earliest Transaction (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% Owner Officer (give title Other (specify below)		
PO BOX 459			02/20/2013			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
EDINBURG, VA 22824				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired. Disposed of, or Beneficially Owned		

(City)	(State)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Month/Day/Tear)	any	Code	(Instr. 3,		` ′	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following Reported	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A) or		Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(Ilisti. 5 and 4)		
Common Stock	02/20/2013		A	616	A	\$ 14.38	4,869.684	D	
Common Stock	02/21/2013		A	352	A	\$ 13.94	5,221.684	D	

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

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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. 5. Number Transactionof Code Derivative (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Transactionf Code Derivative (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration I (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	<u>(1)</u>	02/20/2013		M	616	(2)	02/20/2015	Common Stock	616			
Restricted Stock Units	(1)	02/21/2013		M	352	(2)	02/21/2014	Common Stock	352			

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Koontz Richard L Jr							
PO BOX 459	X						
EDINBURG, VA 22824							

Signatures

Richard L
Koontz Jr

**Signature of Reporting Person

Date

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 unit vest 1/3 on each the first, second and third anniversary subject to the continuous service on the Board of

 (2) Directors of the Company or one of its affiliates until the date of vesting. Vested shares will be delivered to the reporting person on the vesting date.

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.

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