Whitaker Thomas A Form 4 February 25, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL

Number: 3235-0287 Expires: January 31,

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Check this box if no longer subject to Section 16. Form 4 or

Section 16.
Form 4 or
Form 5
obligations
obligations
obligations
SECURITIES

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

may continue.

See Instruction
1(b).

(Print or Type Responses)

1. Name and Add Whitaker Tho	*	ing Person *	2. Issuer Name and Ticker or Trading Symbol SHENANDOAH TELECOMMUNICATIONS CO/VA/ [SHEN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) PO BOX	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2019	Director 10% Owner X Officer (give title Other (specify below) SR VP- Fiber Operations		
EDINBURG,	(Street) VA 22824		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 Form filed by More than One Reporting		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	Person uired, Disposed of, or Beneficially Owned		

(City)	(State) (Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y 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)		any	Code	(Instr. 3,		` ′	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following Reported	(Instr. 4)	(Instr. 4)
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/21/2019		A	3,022	A	\$0	43,492	D	
Common Stock	02/21/2019		F	851	D	\$ 50.79	42,641	D	

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

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SEC 1474

(9-02)

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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. Transactic Code (Instr. 8)	tionof Derivative		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Expiration Date /e (Month/Day/Year) s		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Unit	(1)	02/21/2019		M		916	(2)	02/21/2019	Common Stock	916			
Restricted Stock Unit	(1)	02/21/2019		M		834	(2)	02/20/2020	Common Stock	834			
Restricted Stock Unit	(1)	02/21/2019		M		662	(2)	02/18/2021	Common Stock	662			
Restricted Stock Unit	<u>(1)</u>	02/21/2019		M		610	<u>(2)</u>	02/17/2022	Common Stock	610			

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other

Whitaker Thomas A

PO BOX SR VP- Fiber Operations

EDINBURG, VA 22824

Signatures

Thomas A 02/25/2019 Whitaker **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).
- Each restricted stock unit represents a contingent right to receive one share of common stock. **(1)**
- 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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