

SHENANDOAH TELECOMMUNICATIONS CO/VA/

Form 4

February 22, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
PIRTLE WILLIAM L

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 ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
SR VP - Marketing & Sales

(Last) (First) (Middle)

PO BOX 459

(Street)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/18/2016		A		1,570	A	\$ 21.85
Common Stock	02/18/2016		F		602	D	\$ 21.85
Common Stock	02/19/2016		A		1,805	A	\$ 22.03
Common Stock	02/18/2016		F		379	D	\$ 21.85
Common Stock	02/19/2016		A		1,805	A	\$ 22.03

Common Stock	02/19/2016	F	642	D	\$ 22.03	58,456 ⁽¹⁾	D
Common Stock	02/20/2016	A	1,790	A	\$ 22.07	60,246	D
Common Stock	02/20/2016	F	576	D	\$ 22.07	59,670 ⁽¹⁾	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)

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
				Code	V	(A)	(D)		
Restricted Stock Units	(2)	02/18/2016		M		1,570	(3)	02/18/2017	Common Stock 1,570
Restricted Stock Units	(2)	02/18/2016		M		988	(4)	02/21/2019	Common Stock 988
Restricted Stock Units	(2)	02/19/2016		M		1,805	(3)	02/19/2018	Common Stock 1,805
Restricted Stock Units	(2)	02/20/2016		M		1,790	(3)	02/20/2016	Common Stock 1,790

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

PIRTLE WILLIAM L
PO BOX 459
EDINBURG, VA 22824

SR VP - Marketing & Sales

Signatures

William L Pirtle

02/22/2016

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) On December 31, 2015, the common stock of Shenandoah Telecommunications Company split two-for-one, resulting in the reporting person's acquisition of 27,858 additional shares of common stock.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock.
The restricted stock units vest 1/4 on the third Thursday of each February beginning in 2016 subject to the continuous employment by the
- (3) 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.
- (4) The option vests 1/4 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.

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

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