Edgar Filing: ZERKEL JAMES E II - Form 4

ZERKEL JAME	ES E II											
Form 4	11											
February 23, 20									OMB A	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287			
Check this bo if no longer subject to Section 16. Form 4 or		F CHANGES IN BENEFICIAL OWNE SECURITIES				AL OV	WNERSHIP OF	Expires:	urs per			
Form 5 obligations may continue <i>See</i> Instruction 1(b).	Section 17((a) of the l	Public U		lding Coi	npan	y Act	nge Act of 1934, of 1935 or Secti 940	on			
(Print or Type Resp	oonses)											
1. Name and Address of Reporting Person <u>*</u> ZERKEL JAMES E II			2. Issuer Name and Ticker or Trading Symbol SHENANDOAH				ing	5. Relationship of Reporting Person(s) to Issuer				
			TELECOMMUNICATIONS					(Check all applicable)				
(Last)	(First) (A	Middle)	CO/VA/ [SHEN] 3. Date of Earliest Transaction					_X_ Director 10% Owner Officer (give title Other (specify below) below)				
PO BOX 459			(Month/Day/Year) 02/21/2011									
				4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person					
EDINBURG, V	/A 22824							Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Secu	rities A	cquired, Disposed	of, or Beneficia	lly Owned		
	Security (Month/Day/Year) Execution Date, if Instr. 3) any		Code (Instr. 8)	4. Securities ctionAcquired (A) or Disposed of (D) 8) (Instr. 3, 4 and 5) (A) or)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(D)	Price	(insu: 5 and 1)				
Reminder: Report of	on a separate line	e for each cl	ass of sec	urities bene	Perso inforr requi	ons w natio red to ays a	ho res n cont o respo	or indirectly. Spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab			curities Acc ls, warrant		-		Beneficially Owner securities)	I			

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number	6. Date Exercisable and	7. Title and Amount of 8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivat	ive Expiration Date	Underlying Securities I

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Security or Exercise (Instr. 3) Price of Derivative Security			any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/21/2011		A	1,056	(2)	02/21/2014	Common Stock	1,056

Reporting Owners

Reporting Owner Name / Addr	ess	Relationships						
	Director	10% Owner	Officer	Other				
ZERKEL JAMES E II PO BOX 459 EDINBURG, VA 22824	Х							
Signatures								
James E Zerkel II	06/28/2010							
<u>**</u> Signature of	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.

Reporting Person

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