

SHENANDOAH TELECOMMUNICATIONS CO/VA/

Form 4

November 05, 2013

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FRENCH CHRISTOPHER E

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)

President

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/01/2013

PO BOX 459

(Street)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------|
| Common<br>Stock                       | 11/01/2013                              |                                                             | M                                    | 14,937 A                                                                | \$ 16.5 168,388                                                                                                    | D                                                                       |                                                                |
| Common<br>Stock                       | 11/01/2013                              |                                                             | F                                    | 10,889 D                                                                | \$ 27.73 157,499                                                                                                   | D                                                                       |                                                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 55,230                                                                                                             | I                                                                       | By Spouse                                                      |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 6,834                                                                                                              | I                                                                       | By Daughter                                                    |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 6,834                                                                                                              | I                                                                       | By Son                                                         |

|              |                        |   |                                 |
|--------------|------------------------|---|---------------------------------|
| Common Stock | 6,834                  | I | By Son                          |
| Common Stock | 92,387 <sup>(1)</sup>  | I | TTEE French Grandchildren Trust |
| Common Stock | 223,776 <sup>(1)</sup> | I | TTEE U/A WBF fbo Grandchildren  |
| Common Stock | 169,983 <sup>(1)</sup> | I | TTEE WBF fbo Anne               |
| Common Stock | 169,983                | I | TTEE WBF fbo Christopher        |
| Common Stock | 75,432 <sup>(1)</sup>  | I | TTEE WBF fbo Cynthia            |
| Common Stock | 3,240 <sup>(1)</sup>   | I | TTEE Gladys H Teale Trust       |

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)

**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)                                                                               | Date Exercisable Expiration Date                         | Title                                                         | Amount or Number of Shares    |
| Incentive Stock Option                     | \$ 16.5                                                | 11/01/2013                           |                                                    | X                              | 14,937                                                                                  | <sup>(2)</sup> 06/20/2020                                | Common Stock                                                  | 14,937                        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

FRENCH CHRISTOPHER E  
PO BOX 459  
EDINBURG, VA 22824

X

President

## Signatures

Christopher E  
French

11/05/2013

    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) These shares are held in trust for the benefit of certain relatives of Mr. French. Mr. French disclaims beneficial ownership of the shares as to which he has no pecuniary interest and this filing is not an admission that Mr. French is the beneficial owner of such shares.
- (2) 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 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. 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.