## Edgar Filing: McKay Edward H - Form 4

McKay Edwa Form 4										
February 22, <b>FORM</b>	ГЛ			ND EV		NCEO	OMMESION	OMB AF OMB	PROVAL	
		RITIES AND EXCHANGE COMMISSION shington, D.C. 20549					3235-0287			
Check thi if no long subject to Section 10 Form 4 or	er <b>STATEM</b> 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: January 31, 2005 Estimated average burden hours per response 0.5	
Form 5 obligatior may conti <i>See</i> Instru 1(b).	$\frac{18}{1000}$ Section 17(a	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								
(Print or Type R	Responses)									
McKay Edward H Symbol SHENA TELEC CO/VA (Last) (First) (Middle) 3. Date o (Month/I			2. Issuer Name <b>and</b> Ticker or Trading Symbol SHENANDOAH				5. Relationship of Reporting Person(s) to Issuer			
			TELECOMMUNICATIONS CO/VA/ [SHEN]				(Check all applicable)			
				-				Difference (give title Other (specify below) below) VP-Engineering & Planning		
			If Amendment, Da ed(Month/Day/Year)	-			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
EDINBURG	6, VA 22824						Form filed by M Person			
(City)	(State)	(Zip)	Table I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securit n(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/21/2012		A	538	A	\$ 10.82	2,023	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: McKay Edward H - Form 4

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. Transacti Code (Instr. 8)	5. Number onof 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. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	02/21/2012		М	538	(2)	02/21/2015	Common Stock	538	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
McKay Edward H PO BOX 459 EDINBURG, VA 22824			VP-Engineering & Planning				
Signatures							

Edward H 02/22/2012 McKay \*\*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 units vest 1/4 on each the first, second, third and fourth anniversary subject to the continuous employment by the (2) Company or one of its affiliates until the date of vesting. Vested shares will be delivered to the reporting person o the vesting date. The restricted stock units are subject to 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.