

SHENANDOAH TELECOMMUNICATIONS CO/A

Reported by
FRENCH CHRISTOPHER E

FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 02/24/17 for the Period Ending 02/18/17

Address	PO BOX 459 124 SOUTH MAIN ST EDINBURG, VA 22824
Telephone	5409844141
CIK	0000354963
Symbol	SHEN
SIC Code	4813 - Telephone Communications, Except Radiotelephone
Industry	Integrated Telecommunications Services
Sector	Telecommunication Services
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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[] 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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
FRENCH CHRISTOPHER E		SHENANDOAH TELECOMMUNICATIONS CO/VA/ [SHEN]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)		President		
PO BOX 459	2/18/2017				
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
EDINBURG, VA 22824	2/22/2017		<input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/18/2017		A		2988	A	\$0	143320	D	
Common Stock	2/18/2017		F		1049	D	\$29	142271	D	
Common Stock	2/19/2017		A		5691	A	\$0	147962	D	
Common Stock	2/19/2017		F		1749	D	\$29	146213	D	
Common Stock								64296	I	By Spouse
Common Stock								13668	I	By Son
Common Stock								152620	I	TTEE French Grandchildren Trust (1)
Common Stock								397812	I	TTEE U/A WBF fbo Grandchildren (1)
Common Stock								339966	I	TTEE WBF fbo Anne (1)
Common Stock								146249	I	TTEE WBF fbo Cynthia (1)
Common Stock								339966	I	TTEE WBF fbo Christopher (1)
Common Stock								6480	I	TTEE Gladys H Teale Trust (1)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	2/18/2017		M		2988		(3)	2/18/2017	Common Stock	2988	\$0	83158	D	
Restricted Stock Units	(2)	2/16/2017		M		5691		(3)	2/20/2020	Common Stock	5691	\$0	77467	D	

Explanation of Responses:

(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 1) pecuniary interest and this filing is not an admission that Mr. French is the beneficial owner of such shares.

- (
2) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (The option vests ? on each the first, second, third and fourth anniversary. The options (and shares issuable upon exercise of the option) are subject to
3) cancellation and forfeiture in accordance with the Company's executive compensation recovery policy.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRENCH CHRISTOPHER E PO BOX 459 EDINBURG, VA 22824	X		President	

Signatures

Christopher E French

2/24/2017

**Signature of Reporting Person

Date

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

* 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).

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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