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SHENANDOAH TELECOMMUNICATIONS CO/VA/

Form 4

October 23, 2007

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

burden hours per

See Instruction 1(b).

(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) X Director 10% Owner				
(Last) PO BOX 4	, ,	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/22/2007		X Officer (give title Other (specify below) President					
EDINBU	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(Zin)	_			~		Person		
	Table 1 - Ivon-Derivative Securities Acquired, Disposed of, or Deficiency Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8)	(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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/22/2007			M	4,884	A	\$ 5.9916	125,766	D	
Common Stoock								55,230	I	Spouse
Common Stock								6,834	I	By Daughter
Common Stock								6,834	I	By Son
Common Stock								6,834	I	By Son

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Common Stock	223,776	I	TTEE U/A WBF fbo Grandchildren
Common Stock	93,744	I	TTEE French Grandchildren Trust
Common Stock	169,983	I	TTEE WBF fbo Anne
Common Stock	169,983	I	TTEE WBF fbo Christopher
Common Stock	75,432	I	TTEE WBF fbo Cynthia
Common Stock	3,240	I	TTEE Gladys H Teale Trust
Damindar: Danort on a caparata line for each class of securities beneficially own	ed directly or indirectly		

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)

		, 0,1	, , , , , , , , , , , , , , , , , , ,			•			
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)	Code	5. Number proof 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar

Incentive Stock Option	\$ 5.9916	10/22/2007	X	4,884	02/10/2004(1)	02/11/2008	Common Stock	2
Performance Shares	<u>(2)</u>				(3)	09/17/2015	Common Stock	

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners 2

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Director 10% Owner Officer Other

FRENCH CHRISTOPHER E

PO BOX 459 X President

EDINBURG, VA 22824

Signatures

/s/ Christopher E French 10/23/2007

**Signature of Reporting Date

Person

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) The option vests in two equal installments beginning 2-10-04.
- (2) 1-for-1
 - Vesting is subject to market and time-based conditions, both of which must be met for vesting to occur. The time-based condition requires that a recipient must remain in the continuous employment of the Company or one of its Affiliates until the date upon which the
- (3) Performance Shares vest. All of the shares will fully vest on September 17, 2012, 2013, 2014 or 2015 if the average closing price for the common stock for the 30 day period ending on the day prior to such date is greater than or equal to \$28.70, \$30.34, \$31.98, and \$33.62 respectively. If the Performance Shares do not vest on or prior to September 17, 2015 they will be forfeited.
- (4) No change.

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.

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