

Whitaker Thomas A
 Form 3
 June 22, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Whitaker Thomas A		(Month/Day/Year)	SHENANDOAH TELECOMMUNICATIONS CO/VA/ [SHEN]	
(Last)	(First)	06/22/2010		
PO BOX 459			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
EDINBURG, VA 22824			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP-Wireless & Cable Operations	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common	1,273	D	^

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Performance Shares	Â (2)	09/17/2015	Common	1,027	\$ (1)	D	Â
Incentive Stock Option	02/16/2010(3)	02/16/2016	Common	3,132	\$ 25.26	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whitaker Thomas A PO BOX 459 EDINBURG, VA 22824	Â	Â	Â VP-Wireless & Cable Operations	Â

Signatures

Thomas A
Whitaker 06/22/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 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

- (2) 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.

- (3) The option vests 1/5 on each the first, second, third, fourth and fifth anniversary.

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.