

MACDONALD DAVID K

Form 4

August 24, 2007

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 *
MACDONALD DAVID K

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 ____ Other (specify
below) below)
VP-Operations

(Last) (First) (Middle)
PO BOX 459
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2007

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
Person

EDINBURG, VA 22824

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	08/02/2007		J ⁽¹⁾	V	5,242	A	11	7,863	D	
Common Stock	08/02/2007		J ⁽¹⁾	V	45.3054	A	11	67.9581	I	By Son
Common Stock	08/02/2007		J ⁽¹⁾	V	45.3054	A	11	67.9581	I	By Son
Common Stock	08/22/2007		M		3,525	A	\$ 10.0966	11,388	D	
Common Stock	08/22/2007		S		2,949	D	\$ 19.25	8,439	D	

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Common Stock 08/22/2007 S 576 D \$ 19.03 7,863 D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option	\$ 10.0966	08/22/2007		X	3,525	03/21/2006 ⁽²⁾ 03/22/2010	Common 3,525

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MACDONALD DAVID K PO BOX 459 EDINBURG, VA 22824	VP-Operations

Signatures

/s/ David K
MacDonald 08/24/2007

__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) Shares issued pursuant to a 3-for-1 stock split effective August 2, 2007.
- (2) The option vests in two equal installments beginning on March 21, 2006.

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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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