

OLD DOMINION FREIGHT LINE INC/VA

Form 4

July 28, 2006

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CONGDON DAVID S

(Last) (First) (Middle)

C/O OLD DOMINION FREIGHT  
LINE, INC, 500 OLD DOMINION  
WAY

(Street)

THOMASVILLE, NC 27360

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

OLD DOMINION FREIGHT LINE  
INC/VA [ODFL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/30/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President and COO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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. Code (Instr. 8)	4. Securities Acquired Transaction(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 05/30/2006

G V 60,148 D \$ 0 0 I

By David S.  
Congdon  
Grantor  
Retained  
Annuity  
Trust dated  
May 27,  
2004

Common  
Stock 05/30/2006

G V 38,781 A \$ 0 553,935 I

By David S.  
Congdon

Common Stock	05/30/2006	G	V	21,367	A	\$ 0	21,367	I	Revocable Trust dated 12/3/91  By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock	05/30/2006	G	V	214,008	A	\$ 0	892,283	I	As trustee of Earl E. Congdon Intangibles Trust dated July 23, 2003
Common Stock	05/30/2006	G	V	24,558	A	\$ 0	24,558	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock							29,578	D	
Common Stock							38,500	I	By wife
Common Stock							35,161	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock							35,161	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock							35,161	I	As trustee of Irrevocable

Common Stock	58,577	I	Trust Agreement dated 12/18/98 fbo Ashlyn Congdon  By David S. Congdon Grantor Retained Annuity Trust 2005
Common Stock	275,815	I	By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92
Common Stock	309,204	I	As custodian for minor children of Mr. Congdon
Common Stock	347,625	I	As trustee for Kathryn W. Congdon Intangibles Trust

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.**

SEC 1474  
(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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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(Instr. 3,  
4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONGDON DAVID S C/O OLD DOMINION FREIGHT LINE, INC 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X		President and COO	

## Signatures

/s/ David S.  
Congdon

07/28/2006

\_\_\_\_\_  
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).

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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