OLD DOMINION FREIGHT LINE INC/VA

Form 4

September 21, 2010

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

OMB

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Director

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per response...

_X__ 10% Owner

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

OLD DOMINION FREIGHT LINE

Symbol

(Middle)

INC/VA [ODFL]

3. Date of Earliest Transaction

0.5

1(b).

(Last)

(Print or Type Responses)

YOWELL AUDREY C

1. Name and Address of Reporting Person *

(First)

606 HILLCREST DRIVE			(Month) 09/17/	Day/Year) 2010		Officer (give title _X_ Other (specify below) Member of Section 13(d) group				
				nendment, I onth/Day/Ye		nal		6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person		
HIGH POINT, NC 27262								_X_ Form filed by More than One Reporting Person		
	(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	uired, Disposed o	osed 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)	Code (Instr. 8)	4. Securi oror Dispo (Instr. 3,	sed of 4 and (A) or		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	09/17/2010		S <u>(1)</u>	7,255	D	\$ 26.1302 (6)	812,191 (2)	I	As trustee of Audrey L. Congdon Revocable Trust dated 2/17/05
	Common Stock	09/17/2010		S <u>(1)</u>	186	D	\$ 26.1302 (6)	46,210 (2)	I	By Audrey L. Congdon Irrevocable Trust No. 2 dated

5/28/04

								(David Congdon, trustee)
Common Stock	09/17/2010	S(1)	3,572	D	\$ 26.1302 (6)	137,847 (2)	I	As co-trustee of Seth Morgan Yowell Irrevocable Inter Vivos Trust
Common Stock	09/17/2010	S(1)	3,572	D	\$ 26.1302 (6)	137,847 (2)	I	As co-trustee of Megan Elise Yowell Irrevocable Inter Vivos Trust
Common Stock						8,929 (2)	D	
Common Stock						257,188 (2)	I	By husband as trustee of Audrey L. Congdon Irrevocable Trust No. 1 dated 12/1/92
Common Stock						150,000 (2)	I	As trustee of Audrey L. Congdon February 2010 Grantor Retained Annuity Trust
Common Stock						58,198 <u>(2)</u>	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Megan Yowell

Common Stock						58,198 <u>(2)</u>	Ĭ	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Seth Yowell
Common Stock						25,937 <u>(2)</u>	I	By husband's 401(k) plan
Common Stock						104,856 (2)	I	By husband
Common Stock						75,798 <u>(2)</u>	I	As trustee of Karen C. Pigman Irrevocable Trust Number One
Common Stock						163,626 <u>(2)</u>	I	As trustee of Karen C. Pigman February 2009 Grantor Retained Annuity Trust
Common Stock						430,651 <u>(2)</u>	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock	09/17/2010	S <u>(1)</u>	186	D	\$ 26.1302 (6)	46,210 (3)	D	
Common Stock	09/17/2010	S <u>(1)</u>	3,572	D	\$ 26.1302 (6)	137,847 (4)	D	
Common Stock	09/17/2010	S <u>(1)</u>	3,572	D	\$ 26.1302 (6)	137,847 (5)	D	

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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ection	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	(of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8) I	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				5	Securities			(Instr.	3 and 4)	
	Security				I	Acquired					
					((A) or					
					I	Disposed					
					C	of (D)					
					((Instr. 3,					
					4	4, and 5)					
										A	
										Amount	
							Date	Expiration	TP:41	or	
							Exercisable	Date	Title	Number	
				C 1	3 7 /	(A) (D)				of	
				Code	V ((A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
YOWELL AUDREY C 606 HILLCREST DRIVE HIGH POINT, NC 27262		X		Member of Section 13(d) group			
Audrey L. Congdon Irrevocable Trust Number Two 606 HILLCREST DRIVE HIGH POINT, NC 27262		X		Member of Section 13(d) group			
Megan Elise Yowell Irrevocable Inter Vivos Trust 606 HILLCREST DRIVE HIGH POINT, NC 27262		X		Member of Section 13(d) group			
Seth Morgan Yowell Irrevocable Inter Vivos Trust 606 HILLCREST DRIVE HIGH POINT, NC 27262		X		Member of Section 13(d) group			
Signatures							

Signatures

/s/ Joel B. McCarty, Jr., by Power of Attorney	09/21/2010
**Signature of Reporting Person	Date
/s/ Joel B. McCarty, Jr., by Power of Attorney	09/21/2010

Reporting Owners 4

**Signature of Reporting Person

Date

/s/ Joel B. McCarty, Jr., by Power of

09/21/2010

Attorney

**Signature of Reporting Person

Date

/s/ Joel B. McCarty, Jr., by Power of Attorney

09/21/2010

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2010.
- These securities are beneficially owned by Audrey L. Congdon Yowell, who may be deemed a member of a "group" for purposes of (2) Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are indentified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.
- These securities are beneficially owned by the Audrey L. Congdon Irrevocable Trust Number Two, which may be deemed a member of a (3) "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are indentified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.
- These securities are beneficially owned by the Seth Morgan Yowell Irrevocable Inter Vivos Trust, which may be deemed a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are indentified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.
- These securities are beneficially owned by the Megan Elise Yowell Irrevocable Inter Vivos Trust, which may be deemed a member of a (5) "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are indentified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.28, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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