#### CONGDON DAVID S

Form 4

September 23, 2010

### 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

**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

burden hours per response...

Estimated average

30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

0.5

1(b).

(Last)

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

**OLD DOMINION FREIGHT LINE** 

(Check all applicable)

INC/VA [ODFL]

\_X\_\_ Director \_X\_\_ 10% Owner

3. Date of Earliest Transaction

(Month/Day/Year)

\_X\_\_ Officer (give title \_\_X\_\_ Other (specify below) below)

09/21/2010

President and CEO / Member of Section

13(d) group

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

(Street)

(First)

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

THOMASVILLE, NC 27360

(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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			(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	09/21/2010		S <u>(1)</u>	3,783	D	\$ 26.0861	704,738 (3)	I	By David S. Congdon Revocable Trust dated 12/3/91	
Common Stock	09/21/2010		S <u>(1)</u>	315	D	\$ 26.0861 (2)	60,817	I	By wife	
Common Stock	09/21/2010		S(1)	105	D	\$ 26.0861	46,105	I	As trustee of Audrey	

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					(2)			L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	09/21/2010	S <u>(1)</u>	2,018	D	\$ 26.0861 (2)	135,829	I	As custodian for minor child of Mr. Congdon
Common Stock						418,551	I	By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92
Common Stock						37,050	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock						31,175 (3)	D	
Common Stock						32,571	I	By 401(k) plan
Common Stock						430,651	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock						150,000	I	As trustee of David S. Congdon February 2010 Grantor Retained Annuity Trust
						58,198	I	

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Common

Stock								of Irrev Trus Agre dated 12/1 fbo I	eement d	
Common Stock						58,198	Ι	of Irrev Trus Agre dated 12/1	eement d 8/98 Kathryn	
Common Stock						58,198	Ι	of Irrev Trus Agre datee 12/1	eement d 8/98 Ashlyn	
Reminder: R	deport on a sep	parate line for each cla	ass of securities benef	Person inform require	ns who re nation con ed to resp ys a curre	or indirectly. spond to the coll tained in this for ond unless the f ntly valid OMB c	m are	e not (9-	474 02)	
			ative Securities Acq puts, calls, warrants				ed			
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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo

Disposed

(Instr. 3, 4, and 5) Code V (A) (D) Date

Exercisable Date

of (D)

Expiration Title Amount

Number

Trans

(Insti

As trustee

of Shares

# **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
CONGDON DAVID S C/O OLD DOMINION FREIGHT LINE, INC 500 OLD DOMINION FREIGHT WAY THOMASVILLE, NC 27360	X	X	President and CEO	Member of Section 13(d) group			
Signatures							
/s/ Joel B. McCarty, Jr., by Power of Attorney	09	9/23/2010					

## **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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.

Date

- 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 \$26.25, 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.
- (3) Also reflects a transfer of 13,192 shares from David S. Congdon to the David S. Congdon Revocable Trust on September 3, 2010.

#### **Remarks:**

The reporting person may be deemed to be a member of a "group" for purposes of Section 13(d) of the Exchange Act. The oth 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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