

Congdon Helen S  
 Form 4  
 September 23, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Congdon Helen S

2. Issuer Name and Ticker or Trading Symbol  
 OLD DOMINION FREIGHT LINE  
 INC/VA [ODFL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/21/2010

\_\_\_\_ Director  10% Owner  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 Member of Section 13(d) group

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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. 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 or Price		
Common Stock	09/21/2010		S <sup>(1)</sup>		\$ 315 26.0861 <sup>(5)</sup>	D	
Common Stock	09/21/2010		S <sup>(1)</sup>		\$ 3,783 26.0861 <sup>(5)</sup>	D	By husband as trustee of David S. Congdon Revocable Trust
	09/21/2010		S <sup>(1)</sup>		2,018 135,829 <sup>(2)</sup>	I	

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Common Stock					\$ 26.0861 <u>(5)</u>				By husband as custodian for minor child
Common Stock	09/21/2010	<u>S</u> <sup>(1)</sup>	2,018	D	\$ 26.0861 <u>(5)</u>	135,829	<u>(3)</u>	I	As trustee of Marilyn Marie Congdon Revocable Declaration of Trust
Common Stock	09/21/2010	<u>S</u> <sup>(1)</sup>	2,018	D	\$ 26.0861 <u>(5)</u>	135,829	<u>(4)</u>	I	As trustee of Kathryn Leigh Congdon Revocable Declaration of Trust
Common Stock						31,175	<u>(2)</u> <u>(6)</u>	I	By husband
Common Stock						32,571	<u>(2)</u>	I	By husband's 401(k) plan
Common Stock						418,551	<u>(2)</u>	I	As trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92
Common Stock						37,050	<u>(2)</u>	I	As trustee of David S. Congdon Irrevocable Trust #2 dated 11/18/99
Common Stock						150,000	<u>(2)</u>	I	By husband as trustee of David S. Congdon February 2010 Grantor Retained Annuity Trust

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Common Stock		58,198 <sup>(2)</sup>	I	By husband as trustee of an Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock		58,198 <sup>(2)</sup>	I	By husband as trustee of an Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock		58,198 <sup>(2)</sup>	I	By husband as trustee of an Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock		430,651 <sup>(2)</sup>	I	By husband as co-trustee of the Earl E. Congdon GRAT Remainder Trust

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
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- 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.
- (5)
- (6) Also reflects a transfer of 13,192 shares from David S. Congdon to the David S. Congdon Revocable Trust on September 3, 2010.

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