## Edgar Filing: Kasarda John D. - Form 4/A

					N OMB	PPROVAL 3235-0287			
oursuant to 17(a) of the	<ul> <li><b>F CHANGES IN BENEFICIAL OWNERSHIP OF</b> SECURITIES</li> <li>Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section</li> </ul>				Expires: Estimated burden hor response	urs per			
1. Name and Address of Reporting Person <u>*</u> Kasarda John D.			2. Issuer Name <b>and</b> 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) C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>05/24/2011</li></ul>			% Owner her (specify			
	Filed(Mo	onth/Day/Year)	ıl	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person					
360				Form filed by Person	More than One R	eporting			
(Zip)	Tal	ole I - Non-Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned			
(Instr. 3) any		ate, if TransactionAcquired (A) or Code Disposed of (D) (Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct	Indirect			
	EMENT O Dursuant to 1 (7(a) of the 30(h) ng Person <u>*</u> (Middle) REIGHT DMINION 360 (Zip) ate 2A. Deem r) Execution any	Wa EMENT OF CHAI oursuant to Section (7(a) of the Public U 30(h) of the I 30(h) of the I (X) (Middle) 3. Date (Month/ REIGHT 05/24/2 0MINION 4. If Am Filed(Ma 05/25/2 360 (Zip) Tal ate 2A. Deemed r) Execution Date, if	Washington, D.C. 20 EMENT OF CHANGES IN BENEF SECURITIES oursuant to Section 16(a) of the Securit 7(a) of the Public Utility Holding Cor 30(h) of the Investment Compar ng Person * 2. Issuer Name and Ticker or Symbol OLD DOMINION FREIG INC/VA [ODFL] (Middle) 3. Date of Earliest Transaction (Month/Day/Year) REIGHT 05/24/2011 0MINION 4. If Amendment, Date Origina Filed(Month/Day/Year) 05/25/2011 360 (Zip) Table I - Non-Derivative ate 2A. Deemed 3. 4. Securit r) Execution Date, if TransactionAcquired any Code Disposed	Washington, D.C. 20549         EMENT OF CHANGES IN BENEFICIAL ON SECURITIES         oursuant to Section 16(a) of the Securities Exchand.7(a) of the Public Utility Holding Company Act 30(h) of the Investment Company Act of 1         ng Person*       2. Issuer Name and Ticker or Trading Symbol         OLD DOMINION FREIGHT LINE INC/VA [ODFL]         (Middle)       3. Date of Earliest Transaction (Month/Day/Year)         REIGHT       05/24/2011         OMINION       4. If Amendment, Date Original Filed(Month/Day/Year)         05/25/2011       360         (Zip)       Table I - Non-Derivative Securities A         ate 2A. Deemed       3.       4. Securities r         r) Execution Date, if TransactionAcquired (A) or any       Code       Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)	Washington, D.C. 20549         EMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES         bursuant to Section 16(a) of the Securities Exchange Act of 1934, 17(a) of the Public Utility Holding Company Act of 1935 or Secti 30(h) of the Investment Company Act of 1940         ng Person <sup>±</sup> 2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Issuer         OLD DOMINION FREIGHT LINE INC/VA [ODFL]       (Chat issuer Officer (give Dotting issuer))         (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       -X_ Director Officer (give Dotting issuer))         REIGHT       05/24/2011       -X_ Form filed by Person         60       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Applicable Line)         05/25/2011       -X_ Form filed by Person       - Form filed by Person         60       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed         at 2A. Deemed       3. 4. Securities       5. Amount of Securities any Code Disposed of (D) Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)         60       (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)       Owned Following Reported (A) Transaction(s) or Securities and (B)	D STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB Number:         EMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Expires: Estimated burden hor response.         Dursuant to Section 16(a) of the Securities Exchange Act of 1934, (7(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       5. Relationship of Reporting Per Issuer         ng Person *       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Per Issuer         OLD DOMINION FREIGHT LINE INC/VA [ODFL]       Check all applicable below)       10°         (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       -X_Director below)       10°         VEIGHT       05/25/2011       -X_Form filed by One Reporting Per Securities       -Yerson         360       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Fili Applicable Line)       -X_Form filed by One Reporting P -Form filed by More than One R Person         (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial te 2A. Deemed       3. 4. Securities row Code       5. Amount of Disposed of (D)       6. Ownership Form: Direct any       6. Ownership Code       Form filed by One Reporting Form: Direct any       Form file by One Reporting Form: Direct any       6. Ownership Code       Form file by One Reporting Form: Direct any       6. Ownership Code       Form file by One Idence Form: Direct       6. Ownership Form: Direct			

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.

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

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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. Transactiv Code (Instr. 8)	5. Number on f Derivativ Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	(Month/Day	Date	7. Title and . Underlying S (Instr. 3 and	Securities	8. Pric Deriva Securi (Instr.
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	05/24/2011		А	1,375	(2)	(2)	Common Stock	1,375	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting of their funct, fruitess	Director	10% Owner	Officer	Other		
Kasarda John D. C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	Х					
Signatures						
/s/ Joel B. McCarty, Jr., by Power of Attorney	06/06	/2011				
**Signature of Reporting Person	Da	te				

## **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) Each share of phantom stock is the economic equivalent of one share of Old Dominion Freight Line, Inc. common stock.
- (2) The award will settle on the date of the reporting person's termination of service as a director for any reason (including, but not limited to, termination of service due to death or total disability).
- (3) Amendment filed to adjust Column 9 total to reflect an anti-dilution adjustment resulting from a three-for-two stock split on August 24, 2010.

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.