

CONGDON DAVID S

Form 4

February 06, 2012

**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

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(Print or Type Responses)

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

05/17/2011

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

President and CEO

C/O OLD DOMINION FREIGHT  
LINE, INC, 500 OLD DOMINION  
FREIGHT 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. Code (Instr. 8)	4. Securities Acquired 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

05/17/2011

G V 212,238 A \$ 0 212,238 I

As  
co-trustee of  
the Earl and  
Kathryn  
Congdon  
Family  
Irrevocable  
Trust - 2011

Common  
Stock

11/07/2011

G V 695 A \$ 0 697,543 <sup>(1)</sup> I

By David S.  
Congdon

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Common Stock	11/07/2011	G	V	695	A	\$ 0	59,823	I	Revocable Trust dated 12/3/91  As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	11/07/2011	G	V	695	A	\$ 0	59,823	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock	11/07/2011	G	V	695	A	\$ 0	59,823	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	11/28/2011	G	V	2,320	D	\$ 0	695,223	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/28/2011	G	V	1,000	A	\$ 0	58,250	I	By wife
Common Stock	11/28/2011	G	V	1,300	A	\$ 0	419,851	I	By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92
Common Stock							28,445	D	
Common Stock							38,750	I	By wife as trustee of David S.

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Common Stock	104,016 <sup>(1)</sup>	I	Congdon Irrevocable Trust No. 2 dated 11/18/99  As trustee of David S. Congdon February 2010 Grantor Retained Annuity Trust
Common Stock	430,651	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock	32,574	I	By 401(k) plan
Common Stock	44,583	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	106,602	I	As custodian for minor child of Mr. Congdon
Common Stock	210,937 <sup>(2)</sup>	I	As co-trustee of the 1998 Earl E. Congdon Family Trust
Common Stock	257,188 <sup>(3)</sup>	I	As trustee of Audrey L. Congdon Irrevocable Trust #1

dated  
12/1/92

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) (Instr. 3, 4, and 5)	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 Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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 FREIGHT WAY  
THOMASVILLE, NC 27360

X

President and CEO

## Signatures

/s/ David S.  
Congdon

02/03/2012

\*\*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) Also reflects a transfer of 45,984 shares from the David S. Congdon February 2010 Grantor Retained Annuity Trust to the David S. Congdon Revocable Trust dated 12/3/91 on February 23, 2011.

(2) The reporting person became co-trustee of the 1998 Earl E. Congdon Family Trust on July 26, 2011.

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- (3) The reporting person became trustee of the Audrey L. Congdon Irrevocable Trust #2 as a result of the death of the prior trustee, John Yowell.

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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