

CONGDON EARL E
Form 4
November 19, 2018

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CONGDON EARL E

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)
11/15/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Executive Chairman

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) | (A) or (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 | 05/22/2018 | | G | V | 2,475 | D | \$ 0 | 858,972 | I | By Earl E. Congdon Trust - 1990 |
| Common Stock | 05/22/2018 | | G | V | 2,475 | D | \$ 0 | 273,619 | I | By wife as trustee of the Kathryn W. Congdon Trust - |

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| | | | | | | | | | |
|--------------|------------|---|---|---------|---|-----------|--|---|--|
| Common Stock | 08/20/2018 | G | V | 140,682 | D | \$ 0 | 0 ⁽¹⁾ | I | 1990 By Earl E. Congdon Grantor Retained Annuity Trust 2016 |
| Common Stock | 08/20/2018 | G | V | 83,433 | D | \$ 0 | 0 ⁽²⁾ | I | By wife as trustee of the Kathryn W. Congdon Grantor Retained Annuity Trust 2016 |
| Common Stock | 11/15/2018 | I | | 2,699 | D | \$ 136.29 | 33,100 | I | By 401(k) plan |
| Common Stock | | | | | | | 7,786 ⁽³⁾ | D | |
| Common Stock | | | | | | | 300,000 ⁽⁴⁾ | I | By Earl E. Congdon Grantor Retained Annuity Trust 2018 |
| Common Stock | | | | | | | 300,000 ⁽⁵⁾ | I | By wife as trustee of the Kathryn W. Congdon Grantor Retained Annuity Trust 2018 |
| Common Stock | | | | | | | 655,109 ⁽³⁾ <u>(1) (4)</u> | I | By Earl E. Congdon Trust - 1990 |
| Common Stock | | | | | | | 28,757 ^{(2) (5)} | I | By wife as trustee of the Kathryn W. Congdon Trust - 1990 |

| | | | |
|--------------|---------|---|---|
| Common Stock | 645,976 | I | By 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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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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CONGDON EARL E C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360 | X | | Senior Executive Chairman | |

Signatures

/s/ Ross H. Parr, by Power of Attorney 11/19/2018

**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)

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Reflects a transfer of 92,965 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2016 to the Earl E. Congdon Trust - 1990 on August 20, 2018.

- (2) Reflects a transfer of 55,138 shares from the Kathryn W. Congdon Grantor Retained Annuity Trust 2016 to the Kathryn W. Congdon Trust - 1990 on August 20, 2018.
- (3) Reflects transfers of 1,394 shares and 1,778 shares held directly by the reporting person to the Earl E. Congdon Trust - 1990 on May 24, 2018 and August 22, 2018, respectively.
- (4) Reflects a transfer of 300,000 shares from the Earl E. Congdon Trust - 1990 to the Earl E. Congdon Grantor Retained Annuity Trust 2018 on September 19, 2018.
- (5) Reflects a transfer of 300,000 shares from the Kathryn W. Congdon Trust - 1990 to the Kathryn W. Congdon Grantor Retained Annuity Trust 2018 on September 19, 2018.

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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