

CONGDON DAVID S  
Form 4  
February 10, 2010

**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 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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/27/2009

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. 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)
Common Stock	10/27/2009		G	V 888 A \$ 0	38,799	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	10/27/2009		G	V 888 A \$ 0	38,799	I	As trustee of Irrevocable

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									Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock	10/27/2009	G	V	888	A	\$ 0	38,799	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	10/27/2009	G	V	888	A	\$ 0	508,078	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/23/2009	G	V	2,500	D	\$ 0	559,348 <sup>(1)</sup>	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/23/2009	G	V	1,000	A	\$ 0	42,500	I	By wife
Common Stock	11/23/2009	G	V	1,500	A	\$ 0	279,034	I	By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92
Common Stock							24,700	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock							21,728	I	By 401(k) plan
Common Stock							31,389	I	As trustee of Audrey L. Congdon

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Common Stock				103,068	I	Irrevocable Trust No. 2 dated 5/28/04 By daughter as trustee of Kathryn Leigh Congdon Revocable Declaration of Trust dated 5/23/06
Common Stock				287,101	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust <sup>(2)</sup>
Common Stock				29,578	D	
Common Stock				103,068	I	As custodian for minor child of Mr. Congdon
Common Stock				46,230 <sup>(1)</sup>	I	As trustee of David S. Congdon March 2008 Grantor Retained Annuity 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 Security (Instr. 3)	2. Conversion or Exercise Price of	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	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. 3)
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Derivative Security		(A) or Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
			Code	V						
Phantom Stock	<u>(3)</u>	02/08/2010	A		3,580	<u>(4)</u>	<u>(4)</u>	Common Stock	3,580	\$

## 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/ Joel B. McCarty, Jr., by Power of Attorney	02/09/2010
<u>                </u> 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) Reflects a transfer of 53,770 shares from the David S. Congdon March 2008 Grantor Retained Annuity Trust to the David S. Congdon Revocable Trust dated 12/3/91 on April 28, 2009.
- (2) Previously reported as the Earl E. Congdon 2003 GRAT Remainder Trust.
- (3) Each share of phantom stock is the economic equivalent of one share of Old Dominion Freight Line, Inc. common stock.  
The award will settle on the earlier of (a) the date of the reporting person's termination of employment on or after attainment of age 55 for  
(4) any reason other than death, total disability or for cause; (b) the date of the reporting person's death while employed by the issuer; or (c) the date of the reporting person's termination of employment as a result of his total disability.

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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