

OLD DOMINION FREIGHT LINE INC/VA

Form 4

February 12, 2016

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 JOHN R JR

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)
05/22/2015

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 Ownership (Instr. 4)
Common Stock	05/22/2015		G	V 1,197,337 D \$ 0	608,877	I	By Congdon Family, LLC ⁽¹⁾
Common Stock	07/21/2015		G	V 34,705 D \$ 0	0 ⁽²⁾	I	As trustee of John R. Congdon, Jr. 2010 GRAT #2
Common Stock	08/28/2015		G	V 1,200 D \$ 0	827,190 ⁽²⁾ ⁽³⁾ ⁽⁴⁾	I	As trustee of John R.

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Common Stock	08/28/2015	W	V	170,066	D	\$ 0	0	I	Congdon, Jr. Revocable Trust As co-executor of the estate of John R. Congdon
Common Stock	08/28/2015	W	V	56,688	A	\$ 0	883,878	I	As trustee of John R. Congdon, Jr. Revocable Trust
Common Stock	08/28/2015	G	V	7,142	D	\$ 0	<u>948,846</u> ⁽⁵⁾ <u>(6)</u> <u>(7)</u>	I	As trustee of John R. Congdon, Jr. Revocable Trust
Common Stock	08/28/2015	G	V	3,571	A	\$ 0	3,571	I	By wife as trustee of John R. Congdon, Jr. 2015 Irrevocable Trust for Benefit of Michael M. Demo
Common Stock	08/28/2015	G	V	3,571	A	\$ 0	3,571	I	By wife as trustee of John R. Congdon, Jr. 2015 Irrevocable Trust for Benefit of Brian H. Demo
Common Stock	11/25/2015	G	V	13,662	D	\$ 0	0 <u>(6)</u>	I	As trustee of John R. Congdon, Jr. 2013 GRAT #1
							83,610 <u>(4)</u>	I	

Common Stock							As trustee of John R. Congdon, Jr. 2012 GRAT #2
Common Stock				39,344 ⁽⁷⁾	I		As trustee of John R. Congdon, Jr. 2013 GRAT #2
Common Stock				52,667 ⁽⁵⁾	I		As trustee of John R. Congdon, Jr. 2014 GRAT
Common Stock				100,000 ⁽³⁾	I		As trustee of John R. Congdon, Jr. 2015 GRAT

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

CONGDON JOHN R JR C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X	X	Member of Section 13(d) group
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Signatures

/s/ John R.
 Congdon, Jr. 02/12/2016

**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) John R. Congdon, Jr. serves as a manager of Congdon Family, LLC. The John R. Congdon, Jr. Revocable Trust, which John R. Congdon, Jr. serves as the trustee of, is a member of Congdon Family, LLC.
- (2) Reflects a transfer of 3,910 shares from the John R. Congdon, Jr. 2010 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on July 21, 2015.
- (3) Reflects a transfer of 100,000 shares from the John R. Congdon, Jr. Revocable Trust to the John R. Congdon, Jr. 2015 GRAT on August 18, 2015.
- (4) Reflects a transfer of 9,657 shares from the John R. Congdon, Jr. 2012 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on August 24, 2015.
- (5) Reflects a transfer of 47,333 shares from the John R. Congdon, Jr. 2014 GRAT to the John R. Congdon, Jr. Revocable Trust on August 28, 2015.
- (6) Reflects a transfer of 21,299 shares from the John R. Congdon, Jr. 2013 GRAT #1 to the John R. Congdon, Jr. Revocable Trust on November 25, 2015.
- (7) Reflects a transfer of 3,478 shares from the John R. Congdon, Jr. 2013 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on November 25, 2015.

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.