

CONGDON DAVID S

Form 4

January 30, 2009

**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

OMB  
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2005  
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response... 0.5

(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)

02/14/2008

☐ 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. Transaction 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

02/14/2008

G V 6,831 A \$ 0 31,389

I

As trustee of  
Audrey L.  
Congdon  
Irrevocable  
Trust No. 2  
dated  
5/28/04

Common  
Stock

02/15/2008

G V 28,698 D \$ 0 0

I

By David S.  
Congdon  
Grantor

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									Retained Annuity Trust 2005
									By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock	02/15/2008	G	V	3,333	A	\$ 0	24,700	I	
Common Stock	11/24/2008	I		4,490	A	\$ 22.27	21,728	I	By 401(k) plan
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	37,911	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	37,911	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	37,911	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	508,190 <sup>(1)</sup> <u>(2)</u>	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	12/22/2008	G	V	1,000	D	\$ 0	507,190	I	By David S. Congdon Revocable Trust dated 12/3/91

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Common Stock	12/22/2008	G	V	1,000	A	\$ 0	41,500	I	By wife
Common Stock							103,068	I	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 2003 GRAT Remainder Trust
Common Stock							29,578	D	
Common Stock							277,534	I	By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92
Common Stock							103,068	I	As custodian for minor child of Mr. Congdon
Common Stock							100,000 <sup>(2)</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.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

number.

**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 Repor Trans (Instr
				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

01/23/2009

\_\_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 25,365 shares from the David S. Congdon Grantor Retained Annuity Trust 2005 to the David S. Congdon Revocable Trust dated 12/3/91 on February 15, 2008.
- (2) Reflects a transfer of 100,000 shares from the David S. Congdon Revocable Trust dated 12/3/91 to the David S. Congdon March 2008 Grantor Retained Annuity Trust on February 29, 2008.

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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