BREITBACH J PAUL

Form 4 May 27, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BREITBACH J PAUL**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

X_ Director

OLD DOMINION FREIGHT LINE

INC/VA [ODFL]

(Check all applicable)

3. Date of Earliest Transaction (Month/Day/Year) 05/26/2009

10% Owner Officer (give title Other (specify

C/O OLD DOMINION FREIGHT LINE, INC, 500 OLD DOMINION WAY

(First)

(Middle)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A)

Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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)

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2.	3. Transaction Date	3A. Deemed	4.	5	5. Numb	oer	6. Date Exer	cisable and	7. Title and A	Amount of	8. Pric
Conversion	(Month/Day/Year)	Execution Date, if	Transa	Transaction of Derivative		Expiration Date		Underlying Securities		Deriva	
or Exercise		any	Code	S	Securitie	es	(Month/Day/	Year)	(Instr. 3 and	4)	Securi
Price of		(Month/Day/Year)	(Instr. 8	8) <i>A</i>	Acquire	d					(Instr.
Derivative				(A) or						
Security				I	Dispose	d of					
				((D)						
			(Instr. 3, 4,								
				а	and 5)						
			Code	V	(A)	(D)	Date	Expiration	Title	Amount	
			Code	•	(11)	(D)		-	Title		
							Excicisable	Dute			
										Shares	
	0.510.610.000						(2)	(2)	Common		Φ.
<u>(1)</u>	05/26/2009		Α		I,III		(2)	(2)	Stock	1.111	\$
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) Execution Date, if any (Month/Day/Year)	Conversion (Month/Day/Year) Execution Date, if Transactor Exercise any Code Price of (Month/Day/Year) (Instr. Security Code Code Code Code Code Code Code Code	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Service of (Month/Day/Year) (Instr. 8) And Derivative Security Instruction of Execution Date, if Transaction or Exercise any Code Service of (Month/Day/Year) (Instr. 8) And Code Security Instruction of Execution Date, if Transaction or Exercise any Code Service of Code	Conversion or Exercise Price of Derivative Security Execution Date, if any Code Securitic (Month/Day/Year) (Instr. 8) Acquire (A) or Dispose (D) (Instr. 3) and 5) Code V (A)	Conversion or Exercise any Code Securities Price of (Month/Day/Year) (Month/Day/Year) Derivative Security Execution Date, if Transaction Derivative Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D)	Conversion or Exercise any Code Securities (Month/Day/Year) or Exercise any Code Securities (Month/Day/Year) or Exercise Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Security Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code Securities (Month/Day/Year) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Exercisable Date	Conversion or Exercise or Exercise Price of Derivative Security	Conversion or Exercise or Exercise Price of Derivative Securities Or Exercise Price of Derivative Securities Observative Security Execution Date, if any Code Securities (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Date or Number of Shares (A) Or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BREITBACH J PAUL C/O OLD DOMINION FREIGHT LINE, INC 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X						

Signatures

/s/ Joel B. McCarty, Jr., by Power of
Attorney

**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) Each share of phantom stock is the economic equivalent of one share of Old Dominion Freight Line, Inc. common stock.
- (2) The award will settle on the date of the reporting person's termination of service as a director for any reason (including, but not limited to, termination of service due to death or 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. 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.

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