

OLD DOMINION FREIGHT LINE INC/VA

Form 4

October 29, 2010

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
YOWELL AUDREY C

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)

606 HILLCREST DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2010

____ Director ____X____ 10% Owner
____ Officer (give title below) ____X____ Other (specify below)

Member of Section 13(d) group

HIGH POINT, NC 27262

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

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 | 10/27/2010 | | S ⁽¹⁾ | 5,698 D \$ 28 | 791,776 ⁽²⁾ | I | As trustee of Audrey L. Congdon Revocable Trust dated 2/17/05 |
| Common Stock | 10/27/2010 | | S ⁽¹⁾ | 146 D \$ 28 | 45,687 ⁽²⁾ | I | By Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04 |

| | | | | | | | | |
|--------------|------------|------------------|-------|---|-------|------------------------|---|---|
| Common Stock | 10/27/2010 | S ⁽¹⁾ | 2,805 | D | \$ 28 | 127,797 ⁽²⁾ | I | (David Congdon, trustee) As co-trustee of Seth Morgan Yowell Irrevocable Inter Vivos Trust |
| Common Stock | 10/27/2010 | S ⁽¹⁾ | 2,805 | D | \$ 28 | 127,797 ⁽²⁾ | I | As co-trustee of Megan Elise Yowell Irrevocable Inter Vivos Trust |
| Common Stock | | | | | | 8,929 ⁽²⁾ | D | |
| Common Stock | | | | | | 257,188 ⁽²⁾ | I | By husband as trustee of Audrey L. Congdon Irrevocable Trust No. 1 dated 12/1/92 |
| Common Stock | | | | | | 150,000 ⁽²⁾ | I | As trustee of Audrey L. Congdon February 2010 Grantor Retained Annuity Trust |
| Common Stock | | | | | | 58,198 ⁽²⁾ | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Megan Yowell |
| | | | | | | 58,198 ⁽²⁾ | I | |

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| | | | | | | | | | |
|-----------------|------------|------------------|-------|---|--------------------------------|------------------------|---|--|--|
| Common Stock | | | | | | | | | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Seth Yowell |
| Common Stock | | | | | | 25,937 ⁽²⁾ | I | | By husband's 401(k) plan |
| Common Stock | | | | | | 104,856 ⁽²⁾ | I | | By husband |
| Common Stock | | | | | | 75,798 ⁽²⁾ | I | | As trustee of Karen C. Pigman Irrevocable Trust Number One |
| Common Stock | | | | | | 163,626 ⁽²⁾ | I | | As trustee of Karen C. Pigman February 2009 Grantor Retained Annuity Trust |
| Common Stock | | | | | | 430,651 ⁽²⁾ | I | | As co-trustee of Earl E. Congdon GRAT Remainder Trust |
| Common Stock | 10/27/2010 | S ⁽¹⁾ | 146 | D | \$ 28 | 45,687 ⁽³⁾ | D | | |
| Common Stock | 10/27/2010 | S ⁽¹⁾ | 2,805 | D | \$ 28 | 127,797 ⁽⁴⁾ | D | | |
| Common Stock | 10/27/2010 | S ⁽¹⁾ | 2,805 | D | \$ 28 | 127,797 ⁽⁵⁾ | D | | |
| Common Stock | 10/28/2010 | S ⁽¹⁾ | 5,450 | D | \$ 28.009 ⁽⁶⁾ | 786,326 ⁽²⁾ | I | | As trustee of Audrey L. Congdon |

| | | | | | | | | |
|--------------|------------|------------------|-------|---|---------------------|------------------------|---|--|
| Common Stock | 10/28/2010 | S ⁽¹⁾ | 140 | D | \$ 28.009 (6) | 45,547 ⁽²⁾ | I | Revocable Trust dated 2/17/05 By Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04 (David Congdon, trustee) As co-trustee of Seth Morgan Yowell Irrevocable Inter Vivos Trust |
| Common Stock | 10/28/2010 | S ⁽¹⁾ | 2,685 | D | \$ 28.009 (6) | 125,112 ⁽²⁾ | I | As co-trustee of Megan Elise Yowell Irrevocable Inter Vivos Trust |
| Common Stock | 10/28/2010 | S ⁽¹⁾ | 2,680 | D | \$ 28.009 (6) | 125,117 ⁽²⁾ | I | |
| Common Stock | 10/28/2010 | S ⁽¹⁾ | 140 | D | \$ 28.009 (6) | 45,547 ⁽³⁾ | D | |
| Common Stock | 10/28/2010 | S ⁽¹⁾ | 2,685 | D | \$ 28.009 (6) | 125,112 ⁽⁴⁾ | D | |
| Common Stock | 10/28/2010 | S ⁽¹⁾ | 2,680 | D | \$ 28.009 (6) | 125,117 ⁽⁵⁾ | D | |

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 |
| YOWELL AUDREY C 606 HILLCREST DRIVE HIGH POINT, NC 27262 | | X | | Member of Section 13(d) group |
| Audrey L. Congdon Irrevocable Trust Number Two 606 HILLCREST DRIVE HIGH POINT, NC 27262 | | X | | Member of Section 13(d) group |
| Seth Morgan Yowell Irrevocable Inter Vivos Trust 606 HILLCREST DRIVE HIGH POINT, NC 27262 | | X | | Member of Section 13(d) group |
| Megan Elise Yowell Irrevocable Inter Vivos Trust 606 HILLCREST DRIVE HIGH POINT, NC 27262 | | X | | Member of Section 13(d) group |

Signatures

| | |
|---|------------|
| /s/ Joel B. McCarty, Jr., by Power of Attorney | 10/29/2010 |
| **Signature of Reporting Person | Date |
| /s/ Joel B. McCarty, Jr., by Power of Attorney | 10/29/2010 |
| **Signature of Reporting Person | Date |
| /s/ Joel B. McCarty, Jr., by Power of Attorney | 10/29/2010 |
| **Signature of Reporting Person | Date |
| /s/ Joel B. McCarty, Jr., by Power of Attorney | 10/29/2010 |
| **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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2010.

These securities are beneficially owned by Audrey L. Congdon Yowell, who may be deemed a member of a "group" for purposes of

- (2) Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are indentified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.

These securities are beneficially owned by the Audrey L. Congdon Irrevocable Trust Number Two, which may be deemed a member of a

- (3) "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are indentified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.

These securities are beneficially owned by the Seth Morgan Yowell Irrevocable Inter Vivos Trust, which may be deemed a member of a

- (4) "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are indentified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.

These securities are beneficially owned by the Megan Elise Yowell Irrevocable Inter Vivos Trust, which may be deemed a member of a

- (5) "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are indentified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00

- (6) to \$28.015, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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