

OLD DOMINION FREIGHT LINE INC/VA

Form 4

November 19, 2014

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CONGDON DAVID S

(Last) (First) (Middle)

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

(Street)

THOMASVILLE, NC 27360

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

OLD DOMINION FREIGHT LINE  
INC/VA [ODFL]

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

08/21/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ 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	08/21/2014		G	V 141,508 A \$ 0	297,354	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	08/21/2014		G	V 141,508 A \$ 0	763,408 <sup>(1)</sup> <sub>(2)</sub>	I	By David S. Congdon Revocable

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Common Stock	08/25/2014	G	V	141,508	D	\$ 0	0 <sup>(1)</sup>	I	Trust dated 12/3/91 As trustee of David S. Congdon Grantor Retained Annuity Trust 2012
Common Stock	08/25/2014	G	V	141,508	A	\$ 0	299,251	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock	11/18/2014	S		3,500	D	\$ <u>77.1607</u> <sup>(3)</sup>	42,475	I	By wife as trustee of Seay Family Trust dated 11/21/2012
Common Stock							91,581	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock							91,580	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock							91,581	I	As trustee of Irrevocable Trust Agreement dated

				12/18/98 fbo Ashlyn Congdon
Common Stock	89,375	I		By wife as trustee of Helen S. Congdon Revocable Trust Inter Vivos Trust dated 4/24/12
Common Stock	629,776	I		By wife as trustee of David S. Congdon Irrevocable Trust No. 1 dated 12/1/92
Common Stock	48,862	I		By 401(k) plan
Common Stock	645,976	I		As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock	316,405	I		As co-trustee of the 1998 Earl E. Congdon Family Trust
Common Stock	318,357	I		As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011
	385,781	I		

Common  
StockAs trustee  
of Audrey  
L. Congdon  
Irrevocable  
Trust No. 1  
dated  
12/1/92Common  
Stock357,569 <sup>(2)</sup> IAs trustee  
of David S.  
Congdon  
Grantor  
Retained  
Annuity  
Trust 2014

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)

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. Number of Derivative Securities Owned Following Report Transaction (Instr. 6)
				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 WAY  
THOMASVILLE, NC 27360

X

President and CEO

## Signatures

/s/ Ross H. Parr, by Power of  
Attorney

11/19/2014

\_\_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 82,535 shares from the David S. Congdon Grantor Retained Annuity Trust 2012 to the David S. Congdon Revocable Trust dated 12/3/91 on August 25, 2014.

(2) Reflects a transfer of 357,569 shares from the David S. Congdon Revocable Trust dated 12/3/91 to the David S. Congdon Grantor Retained Annuity Trust 2014 on August 25, 2014.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$77.02 to \$77.25, 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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