

OLD DOMINION FREIGHT LINE INC/VA

Form 4

February 27, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONGDON JEFFREY W

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)
300 ARBORETUM PLACE, SUITE
600

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2015

____ Director ____X____ 10% Owner
____ Officer (give title below) ____X____ Other (specify below)
Member of Section 13(d) group

(Street)
NORTH
CHESTERFIELD, VA 23236

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

(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) (A) or (D)	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)
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Common
Stock

02/25/2015

S 25,100 D \$ 78.52

854,305 (1) I

As trustee of
Jeffrey W.
Congdon
Revocable
Trust

Common
Stock

02/26/2015

S 47,400 D \$ 78.3
(5)

806,905 (1) I

As trustee of
Jeffrey W.
Congdon
Revocable
Trust

Common Stock	958,120 <u>(2)</u>	I	As trustee of Susan C. Terry Revocable Trust
Common Stock	1,806,214	I	By Congdon Family, LLC <u>(3)</u>
Common Stock	1,806,214 <u>(1)</u>	I	By Congdon Family, LLC <u>(4)</u>
Common Stock	38,615 <u>(1)</u>	I	As trustee of Jeffrey W. Congdon 2010 GRAT #2
Common Stock	93,267 <u>(1)</u>	I	As trustee of Jeffrey W. Congdon 2012 GRAT #2
Common Stock	34,961 <u>(1)</u>	I	As trustee of Jeffrey W. Congdon 2013 GRAT #1
Common Stock	42,822 <u>(1)</u>	I	As trustee of Jeffrey W. Congdon 2013 GRAT #2
Common Stock	100,000 <u>(1)</u>	I	As trustee of Jeffrey W. Congdon 2014 GRAT
Common Stock	170,066 <u>(2)</u> <u>(1)</u>	I	As co-executors of the estate of John R. Congdon

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

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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 Beneficially Owned (Instr. 5)
				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 JEFFREY W 300 ARBORETUM PLACE SUITE 600 NORTH CHESTERFIELD, VA 23236		X		Member of Section 13(d) group
TERRY SUSAN C 300 ARBORETUM PLACE SUITE 600 NORTH CHESTERFIRLD, VA 23236		X		Member of Section 13(d) group

Signatures

/s/ John R. Congdon, Jr., by Power of Attorney 02/27/2015

__Signature of Reporting Person Date

/s/ John R. Congdon, Jr., by Power of Attorney 02/27/2015

__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) These securities are beneficially owned by Jeffrey W. Congdon, who may be deemed a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are identified in a Schedule 13D filed with the Securities and Exchange Commission on September 10, 2012.

(2) These securities are beneficially owned by Susan C. Terry, who may be deemed a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are identified in a Schedule 13D filed with the Securities and Exchange Commission on September 10, 2012.

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- Susan C. Terry disclaims beneficial ownership of the reported securities. The Susan C. Terry Revocable Trust, which Susan C. Terry serves as the trustee of, is a member of Congdon Family, LLC. The John R. Congdon Irrevocable Trust, which Susan C. Terry serves as a co-trustee of, also is a member of Congdon Family, LLC.
- (3)

- Jeffrey W. Congdon serves as a manager of Congdon Family, LLC. The Jeffrey W. Congdon Revocable Trust, which Jeffrey W. Congdon serves as the trustee of, is a member of Congdon Family, LLC. The John R. Congdon Irrevocable Trust, which Jeffrey W. Congdon serves as a co-trustee of, also is a member of Congdon Family, LLC.
- (4)

- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$78.13 to \$78.54, 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.
- (5)

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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