

OLD DOMINION FREIGHT LINE INC/VA

Form 4

February 12, 2016

**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 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)  
08/12/2015

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) Vice Chairman 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 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)
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Common  
Stock

08/12/2015

G V 54,740 D \$ 0 679,606

I

By David S.  
Congdon  
Revocable  
Trust dated  
12/3/91

Common  
Stock

08/12/2015

G V 33,350 A \$ 0 122,725

I

By wife as  
trustee of  
Helen S.  
Congdon  
Revocable

Common Stock	08/12/2015	G	V	33,350	D	\$ 0	89,375	I	Inter Vivos Trust dated 4/24/12
									By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12
Common Stock	08/19/2015	G	V	385	A	\$ 0	679,991	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	08/24/2015	G	V	1,704	D	\$ 0	689,048 <sup>(1)</sup> <sub>(2)</sub>	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	08/24/2015	G	V	852	A	\$ 0	90,227	I	By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12
Common Stock	08/24/2015	G	V	852	D	\$ 0	89,375	I	By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12
Common Stock							91,966	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock							91,965	I	As trustee of Irrevocable

			Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	91,966	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	296,473	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	38,015	I	By wife as trustee of Seay Family Trust dated 11/21/2012
Common Stock	299,251	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock	629,776	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 1 dated 12/1/92
Common Stock	48,863	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
Common Stock	385,781	I		As trustee of Audrey L. Congdon Irrevocable Trust No. 1 dated 12/1/92
Common Stock	188,318 <sup>(2)</sup>	I		As trustee of David S. Congdon Grantor Retained Annuity Trust 2014
Common Stock	158,490 <sup>(1)</sup>	I		As trustee of David S. Congdon Grantor Retained Annuity Trust 2015

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
CONGDON DAVID S C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X		Vice Chairman and CEO	

## Signatures

/s/ Ross H. Parr, by Power of Attorney 02/12/2016

\*\*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 158,490 shares from David S. Congdon Revocable Trust dated 12/3/91 to David S. Congdon Grantor Retained Annuity Trust 2015 on August 20, 2015.
- (2) Reflects a transfer of 169,251 shares from David S. Congdon Grantor Retained Annuity Trust 2014 to David S. Congdon Revocable Trust dated 12/3/91 on August 25, 2015.

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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