

OLD DOMINION FREIGHT LINE INC/VA

Form 4

November 17, 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

OMB
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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)

11/16/2016

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 (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 | 11/16/2016 | | S | 40,000 | D | \$ 85.27 (1) | 645,006 | I | By David S. Congdon Revocable Trust dated 12/3/91 |
|-----------------|------------|--|---|--------|---|--------------------|---------|---|---|

| | | | | | | | | | |
|-----------------|--|--|--|--|--|--|--------|---|--|
| Common Stock | | | | | | | 31,525 | I | By wife as trustee of Seay Family Trust dated 11/21/2012 |
|-----------------|--|--|--|--|--|--|--------|---|--|

| | | | |
|-----------------|---------|---|---|
| Common Stock | 294,813 | I | As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04 |
| Common Stock | 89,384 | I | By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12 |
| Common Stock | 92,410 | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon |
| Common Stock | 92,409 | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon |
| Common Stock | 92,410 | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon |
| 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 | 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 | 82,271 | I | As trustee of David S. Congdon Grantor Retained Annuity Trust 2015 |
| Common Stock | 265,000 | I | As trustee of David S. Congdon |

Grantor
Retained
Annuity
Trust 2016Common
Stock 5,334 DCommon
Stock 55,486 I By 401(k)
plan

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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------|--------------------|-------|--|
| Code | V (A) (D) | | |

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

11/17/2016

**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).

- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.00 to \$85.285, 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.
- (1)

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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