

OLD DOMINION FREIGHT LINE INC/VA

Form 4

February 10, 2017

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 EARL E

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2017

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

(Street)
THOMASVILLE, NC 27360

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 (A) or (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	02/18/2016		G	V 2,442 D \$ 0	734,540	I	By Earl E. Congdon Trust - 1990
Common Stock	02/18/2016		G	V 2,442 D \$ 0	209,121	I	By wife as trustee of the Kathryn W. Congdon Trust - 1990
Common Stock	11/29/2016		G	V 29,813 D \$ 0	744,452 ⁽¹⁾ ₍₂₎	I	By Earl E. Congdon

Common Stock	11/29/2016	G	V	1,113	D	\$ 0	234,285 ⁽³⁾ <u>(4)</u>	I	Trust - 1990 By wife as trustee of the Kathryn W. Congdon Trust - 1990
Common Stock	02/09/2017	A		4,182	A	\$ 0	9,516	D	
Common Stock							645,976	I	By Earl E. Congdon GRAT Remainder Trust
Common Stock							352,605	I	By Earl. E Congdon Grantor Retained Annuity Trust 2016
Common Stock							209,121	I	By wife as trustee of the Kathryn W. Congdon Grantor Retained Annuity Trust 2016
Common Stock							37,549	I	By 401(k) plan

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

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(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,	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 Repo Trans (Instr
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4, and 5)

	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 EARL E C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X		Executive Chairman	

Signatures

/s/ Ross H. Parr, by Power of Attorney 02/10/2017

__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 352,605 shares from the Earl E. Congdon Trust - 1990 to the Earl E. Congdon Grantor Retained Annuity Trust 2016 on August 19, 2016.
- (2) Reflects a transfer of 392,330 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2014 to the Earl E. Congdon Trust - 1990 on August 26, 2016.
- (3) Reflects a transfer of 209,121 shares from the Kathryn W. Congdon Trust - 1990 to the Kathryn W. Congdon Grantor Retained Annuity Trust 2016 on August 19, 2016.
- (4) Reflects a transfer of 235,398 shares from the Kathryn W. Congdon Grantor Retained Annuity Trust 2014 to the Kathryn W. Congdon Trust - 1990 on August 26, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.