

CONGDON EARL E  
Form 4  
October 19, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)

3. Date of Earliest Transaction (Month/Day/Year)  
10/15/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Chairman / Member of Section 13(d) group

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

(Street)

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

THOMASVILLE, NC 27360

(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 (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                    | 10/15/2010                           |  | S <sup>(1)</sup>               | 18,065 D  | \$ 26.0081 <sup>(2)</sup> 1,059,106   | I  | By Earl E. Congdon Revocable Trust                    |
| Common Stock                    |                                      |  |                                |   | 430,651 <sup>(3)</sup>  | I  | By Earl E. Congdon GRAT Remainder Trust               |
|                                 |                                      |  |                                |   | 298,312 <sup>(3)</sup>  | I  | By wife   |

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Common  
Stock

|                 |            |  |                  |   |   |                        |           |   |                                    |
|-----------------|------------|--|------------------|---|---|------------------------|-----------|---|------------------------------------|
| Common<br>Stock |            |  |                  |   |   | 223,125 <sup>(3)</sup> | I         | By wife as trustee of The Kathryn W. Congdon Trust - 1990 |                                    |
| Common<br>Stock |            |  |                  |   |   | 30,681                 | I         | By 401(k) plan  |                                    |
| Common<br>Stock |            |  |                  |   |   | 833,334                | I         | By Earl E. Congdon Grantor Retained Annuity Trust 2010    |                                    |
| Common<br>Stock | 10/18/2010 |  | S <sup>(1)</sup> | 9 | D | \$ 26                  | 1,059,097 | I   | By Earl E. Congdon Revocable Trust |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |
|   |  |   |   |                                      | Code V (A) (D)   |  |   |   |   |

# Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |                                  |
|---|---------------|-----------|-----------------------|----------------------------------|
|   | Director      | 10% Owner | Officer               | Other                            |
| CONGDON EARL E<br>C/O OLD DOMINION FREIGHT LINE,<br>INC.<br>500 OLD DOMINION WAY<br>THOMASVILLE, NC 27360 | X             | X         | Executive<br>Chairman | Member of Section 13(d)<br>group |

# Signatures

/s/ Joel B. McCarty, Jr., by Power of Attorney 10/19/2010

\*\*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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2010.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.17, 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.
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed as an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.

## Remarks:

The reporting person may be deemed to be a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other reporting person may also be deemed to be a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other reporting person may also be deemed to be a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other reporting person may also be deemed to be a member of a "group" for purposes of Section 13(d) of the Exchange Act.

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.