CONGDON DAVID S

Form 4

September 17, 2010

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person **CONGDON DAVID S

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

OLD DOMINION FREIGHT LINE

E

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

X Director __X_ 10% Owner _X_ Officer (give title __X_ Other (specify

C/O OLD DOMINION FREIGHT

LINE, INC, 500 OLD DOMINION

(Month/Day/Year) 09/15/2010

INC/VA [ODFL]

below) below)
President and CEO / Member of Section

esident and CEO / Members

13(d) group

FREIGHT WAY

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) A_I

X 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			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	09/15/2010		S <u>(1)</u>	1,810	D	\$ 25.3404	711,609	I	By David S. Congdon Revocable Trust dated 12/3/91	
Common Stock	09/15/2010		S <u>(1)</u>	151	D	\$ 25.3404 (2)	62,489	I	By wife	
Common Stock	09/15/2010		S <u>(1)</u>	50	D	\$ 25.3404	46,663	I	As trustee of Audrey	

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					(2)			L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	09/15/2010	S <u>(1)</u>	966	D	\$ 25.3404 (2)	146,529	I	As custodian for minor child of Mr. Congdon
Common Stock						418,551	I	By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92
Common Stock						37,050	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock						44,367	D	
Common Stock						32,571	I	By 401(k) plan
Common Stock						430,651	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock						150,000	I	As trustee of David S. Congdon February 2010 Grantor Retained Annuity Trust
						58,198	I	

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Common Stock								As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock						58,198	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock						58,198	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	09/16/2010	S <u>(1)</u>	7,364	D	\$ 25.962 (3)	704,245	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	09/16/2010	S <u>(1)</u>	2,219	D	\$ 26.1053	702,026	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	09/16/2010	S(1)	614	D	\$ 25.962 (3)	61,875	I	By wife
Common Stock	09/16/2010	S(1)	185	D	\$ 26.1053 (4)	61,690	I	By wife
Common Stock	09/16/2010	S(1)	205	D	\$ 25.962 (3)	46,458	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2

								dated 5/28/04
Common Stock	09/16/2010	S <u>(1)</u>	62	D	\$ 26.1053	46,396	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	09/16/2010	S(1)	3,927	D	\$ 25.962 (3)	142,602	I	As custodian for minor child of Mr. Congdon
Common Stock	09/16/2010	S <u>(1)</u>	1,183	D	\$ 26.1053	141,419	I	As custodian for minor child of Mr. Congdon

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amour	nt of	Derivative
Security	or Exercise	•	any	Code	of	(Month/Day/	Year)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date	Expiration		Number	
						Exercisable	Date		of	
				Code V	(A) (D)				Shares	
				Code v	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

> Officer Other Director

Reporting Owners 4

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10% Owner

CONGDON DAVID S C/O OLD DOMINION FREIGHT LINE, INC 500 OLD DOMINION FREIGHT WAY THOMASVILLE, NC 27360

X President and Member of Section 13(d)
CEO group

Signatures

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

09/17/2010

**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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.33 to \$25.41, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.33 to \$26.20, 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.
- 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 \$26.20, 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.

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 oth 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.

Signatures 5