

OLD DOMINION FREIGHT LINE INC/VA
 Form 4
 November 19, 2014

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 DAVID S

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)
 08/21/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

(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 (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 | 08/21/2014 | | G | V 141,508 A \$ 0 | 297,354 | I | As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04 |
| Common Stock | 08/21/2014 | | G | V 141,508 A \$ 0 | 763,408 ⁽¹⁾ ₍₂₎ | I | By David S. Congdon Revocable |

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| | | | | | | | | | |
|--------------|------------|---|---|---------|---|----------------------------------|------------------|---|---|
| Common Stock | 08/25/2014 | G | V | 141,508 | D | \$ 0 | 0 ⁽¹⁾ | I | Trust dated 12/3/91 As trustee of David S. Congdon Grantor Retained Annuity Trust 2012 |
| Common Stock | 08/25/2014 | G | V | 141,508 | A | \$ 0 | 299,251 | I | By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99 |
| Common Stock | 11/18/2014 | S | | 3,500 | D | \$ <u>77.1607</u> ⁽³⁾ | 42,475 | I | By wife as trustee of Seay Family Trust dated 11/21/2012 |
| Common Stock | | | | | | | 91,581 | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon |
| Common Stock | | | | | | | 91,580 | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon |
| Common Stock | | | | | | | 91,581 | I | As trustee of Irrevocable Trust Agreement dated |

| | | | | |
|-----------------|---------|---|--|--|
| | | | | 12/18/98 fbo Ashlyn Congdon |
| Common Stock | 89,375 | I | | By wife as trustee of Helen S. Congdon Revocable Trust Inter Vivos Trust dated 4/24/12 |
| Common Stock | 629,776 | I | | By wife as trustee of David S. Congdon Irrevocable Trust No. 1 dated 12/1/92 |
| Common Stock | 48,862 | 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 |
| | 385,781 | I | | |

| | | | | | | | |
|-----------------|--|--|--|--|------------------------|---|---|
| Common Stock | | | | | | | As trustee of Audrey L. Congdon Irrevocable Trust No. 1 dated 12/1/92 |
| Common Stock | | | | | 357,569 ⁽²⁾ | I | As trustee of David S. Congdon Grantor Retained Annuity Trust 2014 |

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.

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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, 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 Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | 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 | | President and CEO | |

Signatures

/s/ Ross H. Parr, by Power of
Attorney

11/19/2014

__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 82,535 shares from the David S. Congdon Grantor Retained Annuity Trust 2012 to the David S. Congdon Revocable Trust dated 12/3/91 on August 25, 2014.

(2) Reflects a transfer of 357,569 shares from the David S. Congdon Revocable Trust dated 12/3/91 to the David S. Congdon Grantor Retained Annuity Trust 2014 on August 25, 2014.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$77.02 to \$77.25, 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.

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.