

OLD DOMINION FREIGHT LINE INC/VA

Form 4

February 10, 2015

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 JOHN R JR

(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)
02/27/2014

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)
Member of Section 13(d) group

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 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	02/27/2014		G	V 1,569 D \$ 0	849,702	I	As trustee of John R. Congdon, Jr. Revocable Trust
Common Stock	08/21/2014		G	V 97,197 A \$ 0	914,823 ⁽²⁾ ⁽¹⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽⁵⁾	I	As trustee of John R. Congdon, Jr. Revocable Trust

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Common Stock	08/21/2014	G	V	48,599	D	\$ 0	0 ⁽²⁾	I	As trustee of John R. Congdon, Jr. 2012 GRAT #1
Common Stock	11/25/2014	G	V	70,724	D	\$ 0	0 ⁽⁷⁾	I	As trustee of the John R. Congdon, Jr. 2009 GRAT
Common Stock							1,806,214	I	By Congdon Family, LLC ⁽⁸⁾
Common Stock							38,615 ⁽¹⁾	I	As trustee of John R. Congdon, Jr. 2010 GRAT #2
Common Stock							93,267 ⁽³⁾	I	As trustee of John R. Congdon, Jr. 2012 GRAT #2
Common Stock							34,961 ⁽⁵⁾	I	As trustee of John R. Congdon, Jr. 2013 GRAT #1
Common Stock							42,822 ⁽⁶⁾	I	As trustee of John R. Congdon, Jr. 2013 GRAT #2
Common Stock							100,000 ⁽⁴⁾	I	As trustee of John R. Congdon, Jr. 2014 GRAT
Common Stock							0 ⁽⁹⁾	I	As co-trustee of John R. Congdon Irrevocable Trust
Common Stock							170,066 ⁽¹⁰⁾	I	As co-executor of the estate of John R. Congdon

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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, 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 Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONGDON JOHN R JR C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X	X		Member of Section 13(d) group

Signatures

/s/ John R.
Congdon, Jr. 02/10/2015

__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 3,468 shares from the John R. Congdon, Jr. 2010 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on July 8, 2014.
- (2) Reflects a transfer of 28,344 shares from the John R. Congdon, Jr. 2012 GRAT #1 to the John R. Congdon, Jr. Revocable Trust on August 21, 2014.
- (3) Reflects a transfer of 8,531 shares from the John R. Congdon, Jr. 2012 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on August 21, 2014.

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- (4) Reflects a transfer of 100,000 shares from the John R. Congdon, Jr. Revocable Trust to the John R. Congdon, Jr. 2014 GRAT on August 25, 2014.
- (5) Reflects a transfer of 15,039 shares from the John R. Congdon, Jr. 2013 GRAT #1 to the John R. Congdon, Jr. Revocable Trust on November 21, 2014.
- (6) Reflects a transfer of 7,178 shares from the John R. Congdon, Jr. 2013 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on November 21, 2014.
- (7) Reflects a transfer of 5,364 shares from the John R. Congdon, Jr. 2009 GRAT to the John R. Congdon, Jr. Revocable Trust on November 25, 2014.

- (8) John R. Congdon, Jr. serves as a manager of Congdon Family, LLC. The John R. Congdon, Jr. Revocable Trust, which John R. Congdon, Jr. serves as the trustee of, is a member of Congdon Family, LLC. The John R. Congdon Irrevocable Trust, which John R. Congdon, Jr. serves as a co-trustee of, also is a member of Congdon Family, LLC.

- (9) The 858,078 shares previously reported by this trust were disposed of in a series of transactions exempt from reporting under Rule 16a-2(d)(1).

- (10) The shares reported by the estate previously were exempt from reporting under Rule 16a-2(d)(1). Because 12 months have passed since the reporting person was appointed as co-executor of the estate, these shares are no longer exempt from the provisions of Section 16 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.

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