

OLD DOMINION FREIGHT LINE INC/VA

Form 4

May 31, 2016

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONGDON EARL E

(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)
05/26/2016

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) Executive Chairman

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 (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 Ownership (Instr. 4)
Common Stock	05/26/2016		A	5,334 A	\$ 0 5,334	D	
Common Stock					39,794	I	By 401(k) plan
Common Stock					734,540 ⁽¹⁾	I	By Earl E. Congdon Trust - 1990
Common Stock					209,121 ⁽²⁾	I	By wife as trustee of

Common Stock	392,330	I	the Kathryn W. Congdon Trust - 1990 By Earl. E Congdon Grantor Retained Annuity Trust 2014
Common Stock	235,398	I	By wife as trustee of the Kathryn W. Congdon Grantor Retained Annuity Trust 2014
Common Stock	645,976	I	By Earl E. Congdon GRAT Remainder Trust

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. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				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 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 05/31/2016

__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 2,442 shares from the Earl E. Congdon Revocable Trust - 1990 as follows: 222 shares to each of the (1) David S. Congdon Revocable Trust Dated 12/3/91; (2) Karen C. Pigman Revocable Trust Restated 6/8/2011; (3) Audrey Lee Congdon Revocable Trust Dated 2/17/05; (4) Irrevocable Trust Dated 12/18/98 fbo Kathryn Congdon; (5) Irrevocable Trust Dated 12/18/98 fbo Marilyn Congdon; (6) Irrevocable Trust Dated 12/18/98 fbo Ashlyn Congdon; (7) Irrevocable Trust Dated 12/18/98 fbo Melissa Penley; (8) Irrevocable Trust Dated 12/18/98 fbo Matthew Penley; (9) Irrevocable Trust Dated 12/18/98 fbo Mark Penley; (10) Irrevocable Trust Dated 12/18/98 fbo Megan Yowell; and (11) Irrevocable Trust Dated 12/18/98 fbo Seth Yowell.
- (2) Reflects a transfer of 2,442 shares from the Kathryn W. Congdon Revocable Trust - 1990 in the same manner as the transfer described in footnote (1).

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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