

CONGDON DAVID S
Form 4
February 12, 2019

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 DAVID S

(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)
05/22/2018

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 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	05/22/2018		G	V 198	A \$ 0 597,441	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	05/22/2018		G	V 198	A \$ 0 92,914	I	As trustee of Irrevocable Trust Agreement dated

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Common Stock	05/22/2018	G	V	198	A	\$ 0	92,913	I	12/18/98 fbo Kathryn Congdon As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	05/22/2018	G	V	198	A	\$ 0	92,914	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	05/24/2018	G	V	980	D	\$ 0	595,481 ⁽¹⁾	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	05/24/2018	G	V	980	D	\$ 0	89,384 ⁽¹⁾	I	By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12
Common Stock	08/07/2018	G	V	98	D	\$ 0	598,479 ⁽²⁾ ⁽³⁾	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	08/07/2018	G	V	98	D	\$ 0	89,384 ⁽³⁾	I	By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12
Common Stock	08/20/2018	G	V	48,769	D	\$ 0	0 ⁽⁴⁾ ⁽⁵⁾	I	As trustee of David S.

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Common Stock	08/20/2018	G	V	74,705	A	\$ 0	731,689 ⁽⁴⁾ <u>(6) (7) (8)</u>	I	Congdon Grantor Retained Annuity Trust 2016 By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	08/20/2018	G	V	87,775	A	\$ 0	395,000	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	11/27/2018	G	V	7,000	D	\$ 0	139,384 ⁽⁸⁾	I	By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12
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
							104,341 ⁽⁶⁾	I	

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Common Stock				As trustee of David S. Congdon Grantor Retained Annuity Trust 2017
Common Stock	209,926	I		By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell
Common Stock	209,925	I		By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell
Common Stock	209,925	I		By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon
Common Stock	192,891	I		As trustee of the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell
Common Stock	192,890	I		As trustee of the Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby

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Common Stock	356,212 ⁽⁵⁾	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock	56,490	I	By 401(k) plan
Common Stock	7,786 ⁽²⁾ ⁽⁷⁾	D	

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

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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 Beneficially 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 DAVID S C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X Executive Chairman

Signatures

/s/ David S.
Congdon

02/12/2019

__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 an exempt transfer of 980 shares from the David S. Congdon Revocable Trust dated 12/3/91 to the Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12 on May 24, 2018.
- (2) Reflects an exempt transfer of 1,394 shares from an account held directly by the reporting person to the David S. Congdon Revocable Trust dated 12/3/91 on May 30, 2018.
- (3) Reflects an exempt transfer of 98 shares from the David S. Congdon Revocable Trust dated 12/3/91 to the Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12 on August 7, 2018.
- (4) Reflects an exempt transfer of 69,868 shares from the David S. Congdon Grantor Retained Annuity Trust 2016 to the David S. Congdon Revocable Trust dated 12/3/91 on August 20, 2018.
- (5) Reflects an exempt transfer of 56,961 shares from the David S. Congdon Grantor Retained Annuity Trust 2016 to the David S. Congdon Irrevocable Trust No. 2 dated 11/18/99.
- (6) Reflects an exempt transfer of 45,659 shares from the David S. Congdon Grantor Retained Annuity Trust 2017 to the David S. Congdon Revocable Trust dated 12/3/91 on August 20, 2018.
- (7) Reflects an exempt transfer of 1,778 shares from an account held directly by the reporting person to the David S. Congdon Revocable Trust dated 12/3/91 on August 22, 2018.
- (8) Reflects an exempt transfer of 57,000 shares from the David S. Congdon Revocable Trust dated 12/3/91 to the Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12 on November 26, 2018.

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.