Edgar Filing: CONGDON EARL E - Form 4

CONGDON Form 4	NEARL E											
February 10), 2010											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMMISSION					
	STATES				, D.C. 20			.0101101155101	OMB Number:	3235-0287		
Check ti if no lor subject Section Form 4	nger STATEN 16.	IENT OF	F CHAN	NERSHIP OF	Expires: Estimated burden ho response	ours per						
Form 5 obligation may con <i>See</i> Inst 1(b).	ons ntinue. Section 17(a) of the H	Public U	Jtility	Hol		npan	y Act of	e Act of 1934, E 1935 or Sectio 40	n		
(Print or Type	Responses)											
1. Name and CONGDO	Person <u>*</u>	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)				
(Mo				5. Date of Earliest Transaction Month/Day/Year)					X Director 10% Owner X Officer (give title Other (specify below) below)			
	DOMINION FRE 2., 500 OLD DOM		08/18/2	2009					Exec	utive Chairm	an	
Filed(Month/Day/Year) Applicable Li								Applicable Line) _X_ Form filed by	Joint/Group Filing(Check y One Reporting Person			
THOMAS	VILLE, NC 27360)							Form filed by M Person	More than One	Reporting	
(City)	(State)	(Zip)	Tab	ole I - N	on-I	Derivative	Secur	rities Acq	uired, Disposed o	f, or Benefici	ally Owned	
1.Title of Security (Instr. 3)		nsaction Date 2A. Deemed h/Day/Year) Execution Date, i any (Month/Day/Yea			(A) or					6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	08/18/2009			I	v	Amount 3.4	(D) D	Price \$ 35.63	20,454	I	By 401(k) plan	
Common Stock	10/27/2009			G	V	10,656	D	\$ 0	1,439,627 <u>(1)</u>	I	By Earl E. Congdon Revocable Trust	
Common Stock									287,101 <u>(2)</u>	Ι	By Earl E. Congdon GRAT Remainder	

Edgar Filing: CONGDON EARL E - Form 4

								Trust	(3)				
Common Stock						198,875 <u>(2)</u>	<u>)</u> I	By wi	ife				
Common Stock						148,750 <u>(2)</u>	<u>)</u> I	Cong	e of ryn W.				
Reminder: R	eport on a sepa	arate line for each clas	ss of securities bene	Persor inform require	ns who responation contain ed to respond ys a currently								
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)	e Conversion (Month/Day/Year) Execution or Exercise any		Execution Date, if	Code	5. Number ionof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	<u>(4)</u>	02/08/2010		А	3,580	(5)	(5)	Common Stock	3,580	\$			
Repor	ting O	wners											
ŀ	Reporting Ow	vner Name / Address	Direct	tor 10% C	Relationships								
C/O OLD 500 OLD	ON EARL E DOMINIO DOMINIO SVILLE, NO	N FREIGHT LIN N WAY	IE, INC. X		Exec	cutive Chair	man						
Signa	tures												
/s/ Joel B. Attorney	. McCarty, J	Jr., by Power of	02	2/09/2010									

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) Also reflects a transfer of 187,861 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2005 to the Earl E. Congdon Revocable Trust on November 30, 2009.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed as an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.
- (3) Previously reported as the Earl E. Congdon 2003 GRAT Remainder Trust.
- (4) Each share of phantom stock is the economic equivalent of one share of Old Dominion Freight Line, Inc. common stock.

The award will settle on the earlier of (a) the date of the reporting person's termination of employment on or after attainment of age 55 for

(5) any reason other than death, total disability or for cause; (b) the date of the reporting person's death while employed by the issuer; or (c) the date of the reporting person's termination of employment as a result of his total disability.

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.