

CONGDON DAVID S
Form 4
September 15, 2010

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO / Member of Section 13(d) group

C/O OLD DOMINION FREIGHT LINE, INC, 500 OLD DOMINION FREIGHT WAY

(Street)

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

THOMASVILLE, NC 27360

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/16/2010 | | G | V 30 D \$ 0 | 838,977 ⁽²⁾ | I | By David S. Congdon Revocable Trust dated 12/3/91 |
| Common Stock | 05/12/2010 | | G | V 21,053 D \$ 0 | 726,742 ⁽¹⁾ ₍₂₎ | I | By David S. Congdon Revocable Trust dated 12/3/91 |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------------------|----------------|---|---|
| Common Stock | 09/13/2010 | S ⁽⁵⁾ | 7,763 | D | \$ 25.4195 (6) | 718,979 (2) | I | By David S. Congdon Revocable Trust dated 12/3/91 |
| Common Stock | 09/13/2010 | S ⁽⁵⁾ | 647 | D | \$ 25.4195 (6) | 63,103 (2) | I | By wife |
| Common Stock | 09/13/2010 | S ⁽⁵⁾ | 216 | D | \$ 25.4195 (6) | 46,867 (2) | I | As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04 |
| Common Stock | 09/13/2010 | S ⁽⁵⁾ | 4,143 | D | \$ 25.4195 (6) | 150,459 (2) | I | As custodian for minor child of Mr. Congdon ⁽⁴⁾ |
| Common Stock | | | | | | 418,551 (2) | I | By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92 |
| Common Stock | | | | | | 37,050 (2) | I | By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99 |
| Common Stock | | | | | | 44,367 (2) | D | |
| Common Stock | | | | | | 32,571 (2) (3) | I | By 401(k) plan |
| Common Stock | | | | | | 430,651 (2) | I | As co-trustee of Earl E. Congdon GRAT Remainder Trust |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|-----------------------------|--------------------------------------|---|--|
| Common Stock | | | | | | 150,000 ⁽¹⁾ <u>(2)</u> | I | As trustee of David S. Congdon February 2010 Grantor Retained Annuity Trust |
| Common Stock | | | | | | 58,198 ⁽²⁾ | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon |
| Common Stock | | | | | | 58,198 ⁽²⁾ | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon |
| Common Stock | | | | | | 58,198 ⁽²⁾ | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon |
| Common Stock | 09/14/2010 | S ⁽⁵⁾ | 5,560 | D | \$ 25.4546 <u>(7)</u> | 713,419 | I | By David S. Congdon Revocable Trust dated 12/3/91 |
| Common Stock | 09/14/2010 | S ⁽⁵⁾ | 463 | D | \$ 25.4546 <u>(7)</u> | 62,640 | I | By wife |
| Common Stock | 09/14/2010 | S ⁽⁵⁾ | 154 | D | \$ 25.4546 <u>(7)</u> | 46,713 | I | As trustee of Audrey L. Congdon |

| | | | | | | | | |
|--------------|------------|------------------|-------|---|-----------------------------|---------|---|---|
| Common Stock | 09/14/2010 | S ⁽⁵⁾ | 2,964 | D | \$ 25.4546 <u>(7)</u> | 147,495 | I | Irrevocable Trust No. 2 dated 5/28/04 As custodian for minor child of Mr. Congdon ⁽⁴⁾ |
|--------------|------------|------------------|-------|---|-----------------------------|---------|---|---|

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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 FREIGHT WAY THOMASVILLE, NC 27360 | X | X | President and CEO | Member of Section 13(d) group |

Signatures

/s/ Joel B. McCarty, Jr., by Power of
Attorney

09/15/2010

__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) Also reflects a transfer of 100,000 shares from the David S. Congdon Revocable Trust dated 12/3/91 to the David S. Congdon February 2010 Grantor Retained Annuity Trust on February 23, 2010 and a transfer of 46,230 shares from the David S. Congdon March 2008 Grantor Retained Annuity Trust to the David S. Congdon Revocable Trust dated 12/3/91 on February 26, 2010.
- (2) Adjusted to reflect a three-for-two stock split on August 24, 2010.
- (3) Reflects a disposition of 14 shares as a result of a return of excess deferrals under the issuer's 401(k) plan on July 12, 2010.
- (4) The reporting person no longer has a reportable beneficial ownership in the 154,602 shares held by Kathryn L. Congdon as trustee of the Kathryn Leigh Congdon Revocable Declaration of Trust dated 5/23/06.
- (5) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2010.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.33 to \$25.47, 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.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.33 to \$25.75, 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.

Remarks:

The reporting person may be deemed to be a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other

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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