

CONGDON JOHN R JR
 Form 4
 February 06, 2012

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 JOHN R JR

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)
 08/19/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION 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 or Disposed of (A) or (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 | 08/19/2011 | | G | V | 450 | A | \$ 0 | 856,184 | I | As trustee of John R. Congdon, Jr. Revocable Trust |
| Common Stock | 08/19/2011 | | G | V | 2,700 | D | \$ 0 | 766,983 ⁽¹⁾ ₍₂₎ | I | As trustee of John R. Congdon, Jr. |

| 1. Title of 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, | 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. |
|---------------------------------|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| Common Stock | | 11/28/2011 | | G V | 14,949 A | \$ 0 | 788,792 ⁽³⁾ | I | Revocable Trust As trustee of John R. Congdon, Jr. Revocable Trust |
| Common Stock | | | | | | | 27,201 ⁽¹⁾ | I | As trustee of John R. Congdon, Jr. 2010 GRAT #1 |
| Common Stock | | | | | | | 34,300 ⁽¹⁾ | I | As trustee of John R. Congdon, Jr. 2010 GRAT #2 |
| Common Stock | | | | | | | 61,218 ⁽³⁾ | I | As trustee of the John R. Congdon, Jr. 2009 GRAT |
| Common Stock | | | | | | | 100,000 ⁽²⁾ | I | As trustee of John R. Congdon, Jr. 2011 GRAT #1 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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, | 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. |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

4, and 5)

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------|---------------------|--------------------|-------|--|
| Code V (A) (D) | | | | |

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

Signatures

/s/ John R.
Congdon, Jr. 02/03/2012

 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 10,299 shares from the John R. Congdon, Jr. 2010 GRAT #1 to the John R. Congdon, Jr. Revocable Trust on August 26, 2011 and a transfer of 3,200 shares from the John R. Congdon, Jr. 2010 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on August 26, 2011.
 - (2) Also reflects a transfer of 100,000 shares from the John R. Congdon, Jr. Revocable Trust to the John R. Congdon, Jr. 2011 GRAT #1 on August 29, 2011.
 - (3) Also reflects a transfer of 6,860 shares from the John R. Congdon, Jr. 2009 GRAT to the John R. Congdon, Jr. Revocable Trust on November 28, 2011.

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.