

OLD DOMINION FREIGHT LINE INC/VA
 Form 4
 February 12, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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)
 05/22/2015

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

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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/22/2015 | | G | V 1,197,337 D \$ 0 | 608,877 | I | By Congdon Family, LLC ⁽¹⁾ |
| Common Stock | 07/21/2015 | | G | V 34,705 D \$ 0 | 0 ⁽²⁾ | I | As trustee of John R. Congdon, Jr. 2010 GRAT #2 |
| Common Stock | 08/28/2015 | | G | V 1,200 D \$ 0 | 827,190 ⁽²⁾ ⁽³⁾ ⁽⁴⁾ | I | As trustee of John R. |

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| | | | | | | | | | |
|--------------|------------|---|---|---------|---|------|--|---|--|
| Common Stock | 08/28/2015 | W | V | 170,066 | D | \$ 0 | 0 | I | Congdon, Jr. Revocable Trust As co-executor of the estate of John R. Congdon |
| Common Stock | 08/28/2015 | W | V | 56,688 | A | \$ 0 | 883,878 | I | As trustee of John R. Congdon, Jr. Revocable Trust |
| Common Stock | 08/28/2015 | G | V | 7,142 | D | \$ 0 | <u>948,846</u> ⁽⁵⁾ <u>(6)</u> <u>(7)</u> | I | As trustee of John R. Congdon, Jr. Revocable Trust |
| Common Stock | 08/28/2015 | G | V | 3,571 | A | \$ 0 | 3,571 | I | By wife as trustee of John R. Congdon, Jr. 2015 Irrevocable Trust for Benefit of Michael M. Demo |
| Common Stock | 08/28/2015 | G | V | 3,571 | A | \$ 0 | 3,571 | I | By wife as trustee of John R. Congdon, Jr. 2015 Irrevocable Trust for Benefit of Brian H. Demo |
| Common Stock | 11/25/2015 | G | V | 13,662 | D | \$ 0 | 0 <u>(6)</u> | I | As trustee of John R. Congdon, Jr. 2013 GRAT #1 |
| | | | | | | | 83,610 <u>(4)</u> | I | |

| | | | | | | | |
|--------------|--|--|--|------------------------|---|--|---|
| Common Stock | | | | | | | As trustee of John R. Congdon, Jr. 2012 GRAT #2 |
| Common Stock | | | | 39,344 ⁽⁷⁾ | I | | As trustee of John R. Congdon, Jr. 2013 GRAT #2 |
| Common Stock | | | | 52,667 ⁽⁵⁾ | I | | As trustee of John R. Congdon, Jr. 2014 GRAT |
| Common Stock | | | | 100,000 ⁽³⁾ | I | | As trustee of John R. Congdon, Jr. 2015 GRAT |

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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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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

