

CONGDON DAVID S
Form 4
January 30, 2009

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
FREIGHT 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)
02/14/2008

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)
President and CEO

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)
				(A) or (D)			
			Code	V	Amount		Price
Common Stock	02/14/2008		G	V	6,831	A	\$ 0
					31,389	I	
							As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	02/15/2008		G	V	28,698	D	\$ 0
					0	I	
							By David S. Congdon Grantor

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Common Stock	02/15/2008	G	V	3,333	A	\$ 0	24,700	I	Retained Annuity Trust 2005 By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock	11/24/2008	I		4,490	A	\$ 22.27	21,728	I	By 401(k) plan
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	37,911	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	37,911	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	37,911	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	508,190 ⁽¹⁾ ₍₂₎	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	12/22/2008	G	V	1,000	D	\$ 0	507,190	I	By David S. Congdon Revocable Trust dated 12/3/91

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Common Stock	12/22/2008	G	V	1,000	A	\$ 0	41,500	I	By wife
Common Stock							103,068	I	By daughter as trustee of Kathryn Leigh Congdon Revocable Declaration of Trust dated 5/23/06
Common Stock							287,101	I	As co-trustee of Earl E. Congdon 2003 GRAT Remainder Trust
Common Stock							29,578	D	
Common Stock							277,534	I	By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92
Common Stock							103,068	I	As custodian for minor child of Mr. Congdon
Common Stock							100,000 ⁽²⁾	I	As trustee of David S. Congdon March 2008 Grantor Retained Annuity Trust

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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. 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 FREIGHT WAY
THOMASVILLE, NC 27360

X

President and CEO

Signatures

/s/ David S.
Congdon

01/23/2009

__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 a transfer of 25,365 shares from the David S. Congdon Grantor Retained Annuity Trust 2005 to the David S. Congdon Revocable Trust dated 12/3/91 on February 15, 2008.

(2) Reflects a transfer of 100,000 shares from the David S. Congdon Revocable Trust dated 12/3/91 to the David S. Congdon March 2008 Grantor Retained Annuity Trust on February 29, 2008.

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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