

CONGDON DAVID S  
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 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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

(Last) (First) (Middle)  
C/O OLD DOMINION FREIGHT  
LINE, INC, 500 OLD DOMINION  
FREIGHT WAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/17/2011

(Street)  
THOMASVILLE, NC 27360

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

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/17/2011		G	V	212,238	A	\$ 0	212,238	I	As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011
Common Stock	11/07/2011		G	V	695	A	\$ 0	697,543 <sup>(1)</sup>	I	By David S. Congdon

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Common Stock	11/07/2011	G	V	695	A	\$ 0	59,823	I	Revocable Trust dated 12/3/91 As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	11/07/2011	G	V	695	A	\$ 0	59,823	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock	11/07/2011	G	V	695	A	\$ 0	59,823	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	11/28/2011	G	V	2,320	D	\$ 0	695,223	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/28/2011	G	V	1,000	A	\$ 0	58,250	I	By wife
Common Stock	11/28/2011	G	V	1,300	A	\$ 0	419,851	I	By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92
Common Stock							28,445	D	
Common Stock							38,750	I	By wife as trustee of David S.

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Common Stock	104,016 <sup>(1)</sup>	I	Congdon Irrevocable Trust No. 2 dated 11/18/99 As trustee of David S. Congdon February 2010 Grantor Retained Annuity Trust
Common Stock	430,651	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock	32,574	I	By 401(k) plan
Common Stock	44,583	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	106,602	I	As custodian for minor child of Mr. Congdon
Common Stock	210,937 <sup>(2)</sup>	I	As co-trustee of the 1998 Earl E. Congdon Family Trust
Common Stock	257,188 <sup>(3)</sup>	I	As trustee of Audrey L. Congdon Irrevocable Trust #1

dated  
12/1/92

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, 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)
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## 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 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 45,984 shares from the David S. Congdon February 2010 Grantor Retained Annuity Trust to the David S. Congdon Revocable Trust dated 12/3/91 on February 23, 2011.
- (2) The reporting person became co-trustee of the 1998 Earl E. Congdon Family Trust on July 26, 2011.

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- (3) The reporting person became trustee of the Audrey L. Congdon Irrevocable Trust #2 as a result of the death of the prior trustee, John Yowell.

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.