

OLD DOMINION FREIGHT LINE INC/VA
Form 4
August 11, 2015

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)
Vice Chairman and CEO

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

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2015

(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	05/22/2015		G	V 27,880 D \$ 0	735,528	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	05/22/2015		G	V 13,940 A \$ 0	103,315	I	By wife as trustee of Helen S. Congdon Revocable

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Common Stock	05/22/2015	G	V	13,940	D	\$ 0	89,375	I	Trust Inter Vivos Trust dated 4/24/12 By wife as trustee of Helen S. Congdon Revocable Trust Inter Vivos Trust dated 4/24/12
Common Stock	05/27/2015	G	V	1,182	D	\$ 0	734,346	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	05/27/2015	G	V	591	A	\$ 0	89,966	I	By wife as trustee of Helen S. Congdon Revocable Trust Inter Vivos Trust dated 4/24/12
Common Stock	05/27/2015	G	V	591	D	\$ 0	89,375	I	By wife as trustee of Helen S. Congdon Revocable Trust Inter Vivos Trust dated 4/24/12
Common Stock	08/07/2015	G	V	385	A	\$ 0	91,966	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock	08/07/2015	G	V	385	A	\$ 0	91,965	I	As trustee of

Common Stock	08/07/2015	G	V	385	A	\$ 0	91,966	I	Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	08/10/2015	S		1,580	D	\$ 72.73 <u>(1)</u>	296,473	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	08/10/2015	S		2,200	D	\$ 72.73 <u>(1)</u>	38,015	I	By wife as trustee of Seay Family Trust dated 11/21/2012
Common Stock							299,251	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock							629,776	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 1 dated 12/1/92
Common Stock							48,863 <u>(2)</u>	I	By 401(k) plan
							645,976	I	

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Common Stock							As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock				316,405	I		As co-trustee of the 1998 Earl E. Congdon Family Trust
Common Stock				318,357	I		As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011
Common Stock				385,781	I		As trustee of Audrey L. Congdon Irrevocable Trust No. 1 dated 12/1/92
Common Stock				357,569	I		As trustee of David S. Congdon Grantor Retained Annuity Trust 2014

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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 WAY THOMASVILLE, NC 27360	X		Vice Chairman and CEO	

Signatures

/s/ Ross H. Parr, by Power of Attorney 08/11/2015

**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).
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.34 to \$72.81, 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.
- (1)
 - (2) Reflects one additional share acquired by the 401(k) plan since February 24, 2015, the date of the reporting person's last Form 4 filing.

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.