

OLD DOMINION FREIGHT LINE INC/VA
Form 4
August 29, 2014

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 EARL E

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)
Executive Chairman

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

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2014

(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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--|---|---------------------------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 02/28/2014 | | G | V | 4,200 | D | \$ 0 | 1,165,922 | I | By Earl E. Congdon Trust - 1990 |
| Common Stock | 05/02/2014 | | G | V | 1,380 | D | \$ 0 | 584,677 ⁽¹⁾ ₍₂₎ | I | By Earl E. Congdon Trust - 1990 |
| Common Stock | 08/21/2014 | | G | V | 283,017 | D | \$ 0 | 0 ⁽¹⁾ | I | By Earl E. Congdon |

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| | | | | | | | | | |
|--------------|------------|---|---|---------|---|----------|--|---|---|
| Common Stock | 08/21/2014 | G | V | 141,507 | D | \$ 0 | 0 ⁽⁴⁾ ⁽³⁾ | I | Grantor Retained Annuity Trust 2012 By wife as trustee of the Kathryn W. Congdon Grantor Retained Annuity Trust 2012 |
| Common Stock | 08/27/2014 | I | | 1,859 | D | \$ 66.32 | 43,288 | I | By 401(k) plan |
| Common Stock | | | | | | | 744,935 ⁽²⁾ | I | By Earl E. Congdon Grantor Retained Annuity Trust 2014 |
| Common Stock | | | | | | | 193,687 ⁽⁴⁾ ⁽³⁾ ⁽⁵⁾ | I | By wife as trustee of the Kathryn W. Congdon Trust - 1990 |
| Common Stock | | | | | | | 446,961 ⁽⁴⁾ ⁽⁵⁾ | I | By wife as trustee of the Kathryn W. Congdon Grantor Retained Annuity Trust 2014 |
| Common Stock | | | | | | | 645,976 ⁽⁴⁾ | I | By Earl E. Congdon GRAT Remainder Trust |

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

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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 Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 EARL E C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360 | X | | Executive Chairman | |

Signatures

/s/ Ross H. Parr, by Power of Attorney 08/29/2014

**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 165,070 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2012 to the Earl E. Congdon Trust - 1990 on August 21, 2014.
- (2) Reflects a transfer of 744,935 shares from the Earl E. Congdon Trust - 1990 to the Earl E. Congdon Grantor Retained Annuity Trust 2014 on August 25, 2014.
- (3) Reflects a transfer of 82,536 shares from the Kathryn W. Congdon Grantor Retained Annuity Trust 2012 to the Kathryn W. Congdon Trust - 1990 on August 21, 2014.
- (4) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed as an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.
- (5) Reflects a transfer of 446,961 shares from the Kathryn W. Congdon Trust - 1990 to the Kathryn W. Congdon Grantor Retained Annuity Trust 2014 on August 25, 2014.

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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