CONGDON JOHN R JR

Form 4

February 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CONGDON JOHN R JR

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

OLD DOMINION FREIGHT LINE

INC/VA [ODFL]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 11/15/2010

_X__ Director Officer (give title

10% Owner Other (specify

C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

THOMASVILLE, NC 27360

Person

(City)	(State) (Zip) Table	e I - No	n-D	erivative S	Securi	ities Ac	quired, Disposed	of, or Beneficia	ally 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 nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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	11/15/2010		Code	v V	Amount 2,790	(D)	Price	849,296	I	As trustee of John R. Congdon, Jr. Revocable Trust
Common Stock	11/15/2010		G	V	465	A	\$ 0	849,761	I	As trustee of John R. Congdon, Jr.

									Revocable Trust
Common Stock	11/17/2010	G	V	949	D	\$ 0	855,734 <u>(1)</u>	I	As trustee of John R. Congdon, Jr. Revocable Trust
Common Stock							37,500	I	As trustee of John R. Congdon, Jr. 2010 GRAT #1
Common Stock							37,500	I	As trustee of John R. Congdon, Jr. 2010 GRAT #2
Common Stock							68,078 <u>(1)</u>	I	As trustee of the John R. Congdon, Jr. 2009 GRAT
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.									

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	sable and	7. Titl	le and	8. Price of	-
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	ınt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Ī
	Derivative				Securities			(Instr.	. 3 and 4)		1
	Security			Acquired							
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	1 11th	m: .1	or		
						Exercisable		Title			
				G 1 T	, (A) (B)				of		
				Code V	' (A) (D)				Shares		

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CONGDON JOHN R JR

C/O OLD DOMINION FREIGHT LINE, INC.
500 OLD DOMINION WAY

THOMASVILLE, NC 27360

Signatures

/s/ Joel B. McCarty, Jr., by Power of Attorney

02/04/2011

**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 6,922 shares from the John R. Congdon, Jr. 2009 GRAT to the John R. Congdon, Jr. Revocable Trust on November 29, 2010.

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.

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