

CONGDON DAVID S

Form 4

October 29, 2010

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

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(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)

(Last) (First) (Middle)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2010

☐ Director ☐ 10% Owner
☒ Officer (give title ☒ Other (specify
below) below)
President and CEO / Member of Section
13(d) group

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 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)
			Code	V	Amount	(A) or (D)	Price

Common
Stock

10/27/2010

S(1)

5,260

D

\$ 28

689,677

I

By David S.
Congdon
Revocable
Trust dated
12/3/91

Common
Stock

10/27/2010

S(1)

438

D

\$ 28

59,562

I

By wife

Common
Stock

10/27/2010

S(1)

146

D

\$ 28

45,687

I

As trustee
of Audrey
L. Congdon

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								Irrevocable Trust No. 2 dated 5/28/04
Common Stock	10/27/2010	S ⁽¹⁾	2,805	D	\$ 28	127,797	I	As custodian for minor child of Mr. Congdon
Common Stock						418,551	I	By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92
Common Stock						37,050	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock						31,175	D	
Common Stock						32,571	I	By 401(k) plan
Common Stock						430,651	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock						150,000	I	As trustee of David S. Congdon February 2010 Grantor Retained Annuity Trust
Common Stock						58,198	I	As trustee of

Common Stock						58,198	I	Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock						58,198	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	10/28/2010	S ⁽¹⁾	5,030	D	\$ 28.009 (2)	684,647	I	By wife
Common Stock	10/28/2010	S ⁽¹⁾	420	D	\$ 28.009 (2)	59,142	I	As custodian for minor child of Mr. Congdon
Common Stock	10/28/2010	S ⁽¹⁾	2,685	D	\$ 28.009 (2)	125,112	I	As trustee of Audrey Lee Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	10/28/2010	S ⁽¹⁾	140	D	\$ 28.009 (2)	45,547	I	

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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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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	X	President and CEO	Member of Section 13(d) group

Signatures

/s/ Joel B. McCarty, Jr., by Power of
Attorney 10/29/2010

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2010.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.015, 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.

Remarks:

The reporting person may be deemed to be a "group" for purposes of Section 13(d) of the Exchange Act. The other

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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