

CONGDON DAVID S  
Form 4  
February 28, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/18/2013

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

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

(Street)

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

THOMASVILLE, NC 27360

(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                    | 02/18/2013                           |  | G                              | V   | 57,445  | D  | \$ 0                                       | 850,553 | I | By David S. Congdon Revocable Trust dated 12/3/91 |
| Common Stock                    | 02/18/2013                           |  | G                              | V   | 57,445  | A  | \$ 0                                       | 88,375  | I | By wife as trustee of Helen S. Congdon Revocable  |

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|              |            |   |       |   |            |         |   |   |
|--------------|------------|---|-------|---|------------|---------|---|---|
| Common Stock | 02/27/2013 | S | 3,600 | D | \$ 35.6253 | 55,775  | I | Trust Inter Vivos Trust dated 4/24/12<br>By wife as trustee of Seay Family Trust dated 11/21/2012 |
| Common Stock |            |   |       |   |            | 90,510  | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon                      |
| Common Stock |            |   |       |   |            | 90,509  | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon                      |
| Common Stock |            |   |       |   |            | 90,510  | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon                       |
| Common Stock |            |   |       |   |            | 629,776 | I | By wife as trustee of David S. Congdon Irrevocable Trust No. 1 dated 12/1/92                      |
| Common Stock |            |   |       |   |            | 156,671 | I | By wife as trustee of   |

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|              |         |   |   |
|--------------|---------|---|---|
| Common Stock | 48,862  | I | David S. Congdon Irrevocable Trust No. 2 dated 11/18/99<br>By 401(k) plan     |
| Common Stock | 327,582 | I | As trustee of David S. Congdon Grantor Retained Annuity Trust 2012            |
| Common Stock | 645,976 | I | 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         |
|              | 165,100 | I |   |

Common  
Stock

As trustee  
of Audrey  
L. Congdon  
Irrevocable  
Trust No. 2  
dated  
5/28/04

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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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<br>C/O OLD DOMINION FREIGHT LINE, INC<br>500 OLD DOMINION FREIGHT WAY<br>THOMASVILLE, NC 27360 | X             |           | President and CEO |       |

## Signatures

/s/ Ross H. Parr, by Power of Attorney  
02/28/2013  
\*\*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).

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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