

OLD DOMINION FREIGHT LINE INC/VA

Form 4

February 12, 2014

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 JOHN R JR

(Last) (First) (Middle)

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

(Street)

THOMASVILLE, NC 27360

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

OLD DOMINION FREIGHT LINE
INC/VA [ODFL]

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

08/30/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below)

Member of Section 13(d) group

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Common Stock	08/30/2013		G	V 61,186	D \$ 0 0 ⁽¹⁾ ⁽⁹⁾	I	As trustee of John R. Congdon, Jr. 2011 GRAT #1
Common Stock	11/20/2013		G	V 1,695	D \$ 0 851,271 ⁽²⁾ ⁽¹⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽⁵⁾	I	As trustee of John R. Congdon, Jr. Revocable Trust

Common Stock	11/20/2013	G	V	858,078	A	\$ 0	858,078	I	As co-trustee of John R. Congdon Irrevocable Trust
Common Stock							1,806,214	I	By Congdon Family, LLC ⁽⁸⁾
Common Stock							76,088 ⁽⁷⁾	I	As trustee of the John R. Congdon, Jr. 2009 GRAT
Common Stock							42,083 ⁽²⁾	I	As trustee of John R. Congdon, Jr. 2010 GRAT #2
Common Stock							76,943 ⁽³⁾	I	As trustee of John R. Congdon, Jr. 2012 GRAT #1
Common Stock							101,798 ⁽⁴⁾	I	As trustee of John R. Congdon, Jr. 2012 GRAT #2
Common Stock							50,000 ⁽⁵⁾	I	As trustee of John R. Congdon, Jr. 2013 GRAT #1
Common Stock							50,000 ⁽⁶⁾	I	As trustee of John R. Congdon, Jr. 2013 GRAT #2

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 JOHN R JR C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X	X		Member of Section 13(d) group

Signatures

/s/ John R.
Congdon, Jr. 02/12/2014

__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 39,995 shares from the John R. Congdon, Jr. 2011 GRAT #1 to the John R. Congdon, Jr. Revocable Trust on August 30, 2013.
- (2) Reflects a transfer of 4,148 shares from the John R. Congdon, Jr. 2010 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on August 6, 2013.
- (3) Reflects a transfer of 35,557 shares from the John R. Congdon, Jr. 2012 GRAT #1 to the John R. Congdon, Jr. Revocable Trust on August 21, 2013.
- (4) Reflects a transfer of 10,702 shares from the John R. Congdon, Jr. 2012 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on August 21, 2013.
- (5) Reflects a transfer of 50,000 shares from the John R. Congdon, Jr. Revocable Trust to the John R. Congdon, Jr. 2013 GRAT #1 on November 20, 2013.
- (6) Reflects a transfer of 50,000 shares from the John R. Congdon, Jr. Revocable Trust to the John R. Congdon, Jr. 2013 GRAT #2 on November 20, 2013.
- (7) Reflects a transfer of 6,996 shares from the John R. Congdon, Jr. 2009 GRAT to the John R. Congdon, Jr. Revocable Trust on November 25, 2013.
- (8)

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John R. Congdon, Jr. serves as a manager of Congdon Family, LLC. The John R. Congdon, Jr. Revocable Trust, which John R. Congdon, Jr. serves as the trustee of, is a member of Congdon Family, LLC. Following the death of John R. Congdon, on November 20, 2013 John R. Congdon, Jr. became a co-trustee of The John R. Congdon Irrevocable Trust, which also is a member of Congdon Family, LLC. The reported amount includes The John R. Congdon Irrevocable Trust's membership interest in Congdon Family, LLC.

(9) Previous filings inadvertently over-reported the number of shares held by the John R. Congdon, Jr. 2011 GRAT #1 by five shares.

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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