

OLD DOMINION FREIGHT LINE INC/VA  
Form 4  
February 10, 2015

**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 JOHN R JR

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)  
02/27/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Member of Section 13(d) group

C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION 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 or Disposed of (A) or (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                    | 02/27/2014                           |  | G                              | V 1,569 D \$ 0   | 849,702  | I  | As trustee of John R. Congdon, Jr. Revocable Trust    |
| Common Stock                    | 08/21/2014                           |  | G                              | V 97,197 A \$ 0  | 914,823 <sup>(2)</sup><br><u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u> <u>(7)</u><br><u>(5)</u> | I  | As trustee of John R. Congdon, Jr. Revocable Trust    |

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|              |            |   |   |        |   |      |                         |   |  |
|--------------|------------|---|---|--------|---|------|-------------------------|---|--|
| Common Stock | 08/21/2014 | G | V | 48,599 | D | \$ 0 | 0 <sup>(2)</sup>        | I | As trustee of John R. Congdon, Jr. 2012 GRAT #1    |
| Common Stock | 11/25/2014 | G | V | 70,724 | D | \$ 0 | 0 <sup>(7)</sup>        | I | As trustee of the John R. Congdon, Jr. 2009 GRAT   |
| Common Stock |            |   |   |        |   |      | 1,806,214               | I | By Congdon Family, LLC <sup>(8)</sup>              |
| Common Stock |            |   |   |        |   |      | 38,615 <sup>(1)</sup>   | I | As trustee of John R. Congdon, Jr. 2010 GRAT #2    |
| Common Stock |            |   |   |        |   |      | 93,267 <sup>(3)</sup>   | I | As trustee of John R. Congdon, Jr. 2012 GRAT #2    |
| Common Stock |            |   |   |        |   |      | 34,961 <sup>(5)</sup>   | I | As trustee of John R. Congdon, Jr. 2013 GRAT #1    |
| Common Stock |            |   |   |        |   |      | 42,822 <sup>(6)</sup>   | I | As trustee of John R. Congdon, Jr. 2013 GRAT #2    |
| Common Stock |            |   |   |        |   |      | 100,000 <sup>(4)</sup>  | I | As trustee of John R. Congdon, Jr. 2014 GRAT       |
| Common Stock |            |   |   |        |   |      | 0 <sup>(9)</sup>        | I | As co-trustee of John R. Congdon Irrevocable Trust |
| Common Stock |            |   |   |        |   |      | 170,066 <sup>(10)</sup> | I | As co-executor of the estate of John R. Congdon    |

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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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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. 02/10/2015

\_\_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 3,468 shares from the John R. Congdon, Jr. 2010 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on July 8, 2014.
- (2) Reflects a transfer of 28,344 shares from the John R. Congdon, Jr. 2012 GRAT #1 to the John R. Congdon, Jr. Revocable Trust on August 21, 2014.
- (3) Reflects a transfer of 8,531 shares from the John R. Congdon, Jr. 2012 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on August 21, 2014.

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- (4) Reflects a transfer of 100,000 shares from the John R. Congdon, Jr. Revocable Trust to the John R. Congdon, Jr. 2014 GRAT on August 25, 2014.
- (5) Reflects a transfer of 15,039 shares from the John R. Congdon, Jr. 2013 GRAT #1 to the John R. Congdon, Jr. Revocable Trust on November 21, 2014.
- (6) Reflects a transfer of 7,178 shares from the John R. Congdon, Jr. 2013 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on November 21, 2014.
- (7) Reflects a transfer of 5,364 shares from the John R. Congdon, Jr. 2009 GRAT to the John R. Congdon, Jr. Revocable Trust on November 25, 2014.

(8) 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. The John R. Congdon Irrevocable Trust, which John R. Congdon, Jr. serves as a co-trustee of, also is a member of Congdon Family, LLC.

(9) The 858,078 shares previously reported by this trust were disposed of in a series of transactions exempt from reporting under Rule 16a-2(d)(1).

(10) The shares reported by the estate previously were exempt from reporting under Rule 16a-2(d)(1). Because 12 months have passed since the reporting person was appointed as co-executor of the estate, these shares are no longer exempt from the provisions of Section 16 of the Exchange Act.

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.