

CONGDON DAVID S
Form 4
October 15, 2010

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 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)
10/13/2010

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 10/13/2010 | | S ⁽¹⁾ | 4,969 D | \$ 26.1118 (2) 699,769 | I | By David S. Congdon Revocable Trust dated 12/3/91 |
| Common Stock | 10/13/2010 | | S ⁽¹⁾ | 414 D | \$ 26.1118 (2) 60,403 | I | By wife |
| Common Stock | 10/13/2010 | | S ⁽¹⁾ | 139 D | \$ 26.1118 45,966 | I | As trustee of Audrey |

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| | | | | | | | | (2) |
|--------------|------------|------|-------|---|------------|---------|---|---|
| | | | | | | | | L. Congdon Irrevocable Trust No. 2 dated 5/28/04 |
| Common Stock | 10/13/2010 | S(1) | 2,650 | D | \$ 26.1118 | 133,179 | I | As custodian for minor child of Mr. Congdon |
| | | | | | (2) | | | |
| 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 |
| | | | | | | 58,198 | I | |

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| | | | | | | | |
|--------------|--|--|--|--------|---|--|--|
| Common Stock | | | | | | | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon |
| Common Stock | | | | 58,198 | I | | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon |
| Common Stock | | | | 58,198 | I | | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon |

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)

| 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 Following Reported 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 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

10/15/2010

__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 \$26.00 to \$26.32, 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 member of a "group" for purposes of Section 13(d) of the Exchange Act. The other

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