

CONGDON DAVID S
Form 4
February 19, 2019

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

(Last) (First) (Middle)
C/O OLD DOMINION FREIGHT
LINE, INC., 500 OLD DOMINION
WAY

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2019

(Street)
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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 02/14/2019 | | A | 5,599 A | \$ 0 13,385 | D | |

Common Stock

92,914 I

As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon

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| | | | |
|--------------|---------|---|--|
| Common Stock | 92,913 | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon |
| Common Stock | 92,914 | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon |
| Common Stock | 395,000 | I | As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04 |
| Common Stock | 139,384 | I | By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12 |
| 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 |

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| | | | |
|--------------|---------|---|--|
| Common Stock | 104,341 | I | Irrevocable Trust - 2011 As trustee of David S. Congdon Grantor Retained Annuity Trust 2017 |
| Common Stock | 209,926 | I | By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell |
| Common Stock | 209,925 | I | By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell |
| Common Stock | 209,925 | I | By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon |
| Common Stock | 192,891 | I | As trustee of the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell |
| Common Stock | 192,890 | I | As trustee of the Audrey Congdon Irrevocable Trust #1 |

| | | | |
|--------------|---------|---|--|
| Common Stock | 356,212 | I | FBO Megan Oglesby By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99 |
| Common Stock | 56,539 | I | By 401(k) plan |
| Common Stock | 731,689 | I | By David S. Congdon Revocable Trust dated 12/3/91 |

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 Following Transaction (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 |
| | X | | Executive Chairman | |

CONGDON DAVID S
C/O OLD DOMINION FREIGHT LINE, INC.
500 OLD DOMINION WAY
THOMASVILLE, NC 27360

Signatures

/s/ David S.
Congdon

02/19/2019

**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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