

OLD DOMINION FREIGHT LINE INC/VA
 Form 4
 July 28, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)
 05/30/2006

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

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 (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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
| | | | Code | V | Amount | (D) | Price | | |
| Common Stock | 05/30/2006 | | G | V | 60,148 | D | \$ 0 0 | I | By David S. Congdon Grantor Retained Annuity Trust dated May 27, 2004 |
| Common Stock | 05/30/2006 | | G | V | 38,781 | A | \$ 0 553,935 | I | By David S. Congdon |

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| | | | | | | | | | |
|--------------|------------|---|---|---------|---|------|---------|---|--|
| Common Stock | 05/30/2006 | G | V | 21,367 | A | \$ 0 | 21,367 | I | Revocable Trust dated 12/3/91 By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99 |
| Common Stock | 05/30/2006 | G | V | 214,008 | A | \$ 0 | 892,283 | I | As trustee of Earl E. Congdon Intangibles Trust dated July 23, 2003 |
| Common Stock | 05/30/2006 | G | V | 24,558 | A | \$ 0 | 24,558 | I | As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04 |
| Common Stock | | | | | | | 29,578 | D | |
| Common Stock | | | | | | | 38,500 | I | By wife |
| Common Stock | | | | | | | 35,161 | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon |
| Common Stock | | | | | | | 35,161 | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon |
| Common Stock | | | | | | | 35,161 | I | As trustee of Irrevocable |

| | | | | | | |
|--------------|--|--|--|---------|---|--|
| Common Stock | | | | 58,577 | I | Trust Agreement dated 12/18/98 fbo Ashlyn Congdon By David S. Congdon Grantor Retained Annuity Trust 2005 |
| Common Stock | | | | 275,815 | I | By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92 |
| Common Stock | | | | 309,204 | I | As custodian for minor children of Mr. Congdon |
| Common Stock | | | | 347,625 | I | As trustee for Kathryn W. Congdon Intangibles Trust |

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) | 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. 6) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|

