

OLD DOMINION FREIGHT LINE INC/VA

Form 4

February 20, 2014

# 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 EARL E

(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)

02/18/2014

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)  
Executive Chairman

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 (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) |                                 |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|---------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                            |                                 |
| Common Stock                    | 02/18/2014                           |                                                    | S                              | 23,670                                                            | D \$ 53.5044<br>(1)                                                                           | 1,230,922                                                | I                                          | By Earl E. Congdon Trust - 1990 |
| Common Stock                    | 02/19/2014                           |                                                    | S                              | 46,457                                                            | D \$ 52.5112<br>(2)                                                                           | 1,184,465                                                | I                                          | By Earl E. Congdon Trust - 1990 |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               | 45,147                                                   | I                                          | By 401(k) plan                  |

|              |                        |   |                                                                                  |
|--------------|------------------------|---|----------------------------------------------------------------------------------|
| Common Stock | 448,087                | I | By Earl E. Congdon Grantor Retained Annuity Trust 2012                           |
| Common Stock | 645,976 <sup>(3)</sup> | I | By Earl E. Congdon GRAT Remainder Trust                                          |
| Common Stock | 558,112 <sup>(3)</sup> | I | By wife as trustee of the Kathryn W. Congdon Trust - 1990                        |
| Common Stock | 224,043 <sup>(3)</sup> | I | By wife as trustee of the Kathryn W. Congdon Grantor Retained Annuity Trust 2012 |

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.**

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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. Nu Deriv Secur Bene Own Repor 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 EARL E<br>C/O OLD DOMINION FREIGHT LINE, INC.<br>500 OLD DOMINION WAY<br>THOMASVILLE, NC 27360 | X             |           | Executive Chairman |       |

## Signatures

/s/ David S. Congdon, by Power of  
Attorney

02/20/2014

\_\_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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.29 to \$53.68, 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.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.29 to \$52.97, 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.

(3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed as an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.

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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