

OLD DOMINION FREIGHT LINE INC/VA  
Form SC 13G/A  
February 13, 2018

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**Information To Be Included In Statements Filed**

**Pursuant To § 240.13d-1(b), (c) And (d) And**

**Amendments Thereto Filed Pursuant To § 240.13d-2**

**(Amendment No. 23)\***

**OLD DOMINION FREIGHT LINE, INC.**

**(Name of Issuer)**

**Common Stock (par value \$0.10 per share)**

**(Title of Class of Securities)**

**679580100**

**(CUSIP Number)**

**December 31, 2017**

**(Date of Event Which Requires Filing of This Statement)**

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David S. Congdon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF

SHARES 1,957,776 (See Item 4)

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,734,864 (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,957,776 (See Item 4)

8. SHARED DISPOSITIVE POWER

WITH:

2,734,864 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,692,640

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

*5.7%*

12. TYPE OF REPORTING PERSON

IN (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David S. Congdon Revocable Trust, dated December 3, 1991

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES 597,243 (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 597,243 (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

597,243

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.7%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2. Irrevocable Trust, dated December 18, 1998, fbo Marilyn Congdon  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES 92,715 (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 92,715 (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

-0- (See Item 4)  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

92,715  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2. Irrevocable Trust, dated December 18, 1998, fbo Kathryn Congdon  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES 92,716 (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 92,716 (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

-0- (See Item 4)  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

92,716  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2. Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES 92,716 (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 92,716 (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

-0- (See Item 4)  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

92,716  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Ashlyn Lane Congdon Revocable Intervivos Trust, dated December 7, 2010

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES -0- (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 152,293 (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

152,293 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

152,293

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

Page 7 of 42 pages

CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Kathryn Congdon Harrell Grantor Retained Annuity Trust 2016  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES -0- (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 66,707 (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

66,707 (See Item 4)  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

66,707  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

Page 8 of 42 pages



CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Kathryn Congdon Harrell Grantor Retained Annuity Trust 2017  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES -0- (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 50,000 (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

50,000 (See Item 4)  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50,000  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Marilyn Congdon Nowell Grantor Retained Annuity Trust 2016  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES -0- (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 66,707 (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

66,707 (See Item 4)  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

66,707  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Marilyn Congdon Nowell Grantor Retained Annuity Trust 2017  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES -0- (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 25,000 (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

25,000 (See Item 4)  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,000  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1998 Earl E. Congdon Family Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

5. SOLE VOTING POWER

NUMBER OF

SHARES -0- (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 316,405 (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

316,405 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

316,405

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.4%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Earl and Kathryn Congdon Family Irrevocable Trust - 2011  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

5. SOLE VOTING POWER

NUMBER OF

SHARES -0- (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 318,357 (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

318,357 (See Item 4)  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

318,357  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.4%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Helen S. Congdon Revocable Inter Vivos Trust, dated April 24, 2012  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES

-0- (See Item 4)

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

89,384 (See Item 4)

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0- (See Item 4)

8. SHARED DISPOSITIVE POWER

WITH:

89,384 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

89,384

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David S. Congdon Grantor Retained Annuity Trust 2016  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES 175,598 (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 175,598 (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

-0- (See Item 4)  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

175,598  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David S. Congdon Grantor Retained Annuity Trust 2017

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES 150,000 (See Item 4)

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 150,000 (See Item 4)

8. SHARED DISPOSITIVE POWER

WITH:

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

150,000

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David S. Congdon Irrevocable Trust #2, dated November 18, 1999

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES

-0- (See Item 4)

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

299,251 (See Item 4)

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0- (See Item 4)

8. SHARED DISPOSITIVE POWER

WITH:

299,251 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

299,251

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.4%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Audrey L. Congdon Irrevocable Trust #2, dated May 28, 2004  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES 307,225 (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 307,225 (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

-0- (See Item 4)  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

307,225  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.4%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

Page 18 of 42 pages

CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Earl E. Congdon GRAT Remainder Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

5. SOLE VOTING POWER

NUMBER OF

SHARES -0- (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 645,976 (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

645,976 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

645,976

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.8%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES -0- (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 209,925 (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

209,925 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

209,925

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2. David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES -0- (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 209,926 (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

209,926 (See Item 4)  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

209,926  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES -0- (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 209,925 (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

209,925 (See Item 4)  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

209,925  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2. Kathryn Leigh Congdon Revocable Declaration of Trust, dated May 23, 2006  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES -0- (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 25,004 (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

25,004 (See Item 4)  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,004  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

Page 23 of 42 pages

CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Marilyn Marie Congdon Revocable Declaration of Trust, dated May 23, 2006  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES -0- (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 50,004 (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

50,004 (See Item 4)  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50,004  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES 192,890 (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 192,890 (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

-0- (See Item 4)  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

192,890  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF

SHARES 192,891 (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 192,891 (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

-0- (See Item 4)  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

192,891  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP No. 679580100

Item 1.

(a) Name of Issuer:

Old Dominion Freight Line, Inc.

(b) Address of Issuer's Principal Executive Offices:

500 Old Dominion Way

Thomasville, NC 27360

Item 2.

(a) Names of Persons Filing:

(i) David S. Congdon

(ii) David S. Congdon Revocable Trust, dated December 3, 1991

(iii) Irrevocable Trust, dated December 18, 1998, fbo Marilyn Congdon

(iv) Irrevocable Trust, dated December 18, 1998, fbo Kathryn Congdon

(v) Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon

(vi) Ashlyn Lane Congdon Revocable Intervivos Trust, dated December 7, 2010

(vii) Kathryn Congdon Harrell Grantor Retained Annuity Trust 2016

(viii) Kathryn Congdon Harrell Grantor Retained Annuity Trust 2017

(ix) Marilyn Congdon Nowell Grantor Retained Annuity Trust 2016

- (x) Marilyn Congdon Nowell Grantor Retained Annuity Trust 2017
  - (xi) 1998 Earl E. Congdon Family Trust
  - (xii) Earl and Kathryn Congdon Family Irrevocable Trust 2011
  - (xiii) Helen S. Congdon Revocable Inter Vivos Trust, dated April 24, 2012
  - (xiv) David S. Congdon Grantor Retained Annuity Trust 2016
  - (xv) David S. Congdon Grantor Retained Annuity Trust 2017
  - (xvi) David S. Congdon Irrevocable Trust #2, dated November 18, 1999
  - (xvii) Audrey L. Congdon Irrevocable Trust #2, dated May 28, 2004
  - (xviii) Earl E. Congdon GRAT Remainder Trust
  - (xix) David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell
  - (xx) David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell
  - (xxi) David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon
  - (xxii) Kathryn Leigh Congdon Revocable Declaration of Trust, dated May 23, 2006
  - (xxiii) Marilyn Marie Congdon Revocable Declaration of Trust, dated May 23, 2006
  - (xxiv) Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby
  - (xxv) Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell
- (b) Address of Principal Business Office or, if None, Residence:

As to (i) through (xi), (xiii) through (xvii), and (xix through xxv):

500 Old Dominion Way

Thomasville, NC 27360

As to (xii) and (xviii):

20 Harborage Isle

Fort Lauderdale, FL 33316

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CUSIP No. 679580100

(c) Citizenship:

As to (i)	USA
As to (ii) through (x), (xiii) through (xvii), (xix-xxv)	North Carolina
As to (xi)	Virginia
As to (xii) and (xviii):	Florida

(d) Title of Class of Securities:  
Common Stock (\$0.10 par value)

(e) CUSIP Number:  
679580100

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is  
a:

Not Applicable. This is a joint filing by the persons identified in Item 2, above, pursuant to Rules 13d-1(d) and Rule 13d-1(k) but not a group filing.

Item 4. Ownership.

The securities reported herein are beneficially owned by David S. Congdon, the David S. Congdon Revocable Trust, dated December 3, 1991, the Irrevocable Trust, dated December 18, 1998, fbo Marilyn Congdon, the Irrevocable Trust, dated December 18, 1998, fbo Kathryn Congdon, the Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon, the Ashlyn Lane Congdon Revocable Intervivos Trust, dated December 7, 2010, the Kathryn Congdon Harrell Grantor Retained Annuity Trust 2016, the Kathryn Congdon Harrell Grantor Retained Annuity Trust 2017, the Marilyn Congdon Nowell Grantor Retained Annuity Trust 2016, the Marilyn Congdon Nowell Grantor Retained Annuity Trust 2017, the 1998 Earl E. Congdon Family Trust, the Earl and Kathryn Congdon Family Irrevocable Trust 2011, the Helen S. Congdon Revocable Inter Vivos Trust, dated April 24, 2012, the David S. Congdon Grantor Retained Annuity Trust 2016, the David S. Congdon Grantor Retained Annuity Trust 2017, the David S. Congdon Irrevocable Trust #2, dated November 18, 1999, the Audrey L. Congdon Irrevocable Trust #2, dated May 28, 2004, the Earl E. Congdon GRAT Remainder Trust, the David S. Congdon Irrevocable Trust #1 FBO of Kathryn Harrell, the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell, the David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon, the Kathryn Leigh Congdon Revocable Declaration of Trust, dated May 23, 2006, the Marilyn Marie Congdon Revocable Declaration of Trust, dated May 23, 2006, the Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby, and the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell. The total securities reported is 4,692,640 shares of the Issuer's Common Stock, which constitutes 5.7% of such shares as of December 31, 2017.

As of December 31, 2017, David S. Congdon has sole voting and dispositive power with respect to 1,957,776 shares (2.4%) of the Issuer's Common Stock, of which 7,738 shares are held directly by David S. Congdon, 56,044 shares are



held by David S. Congdon in his 401(k) plan, 597,243 shares are held by the David S. Congdon Revocable Trust, dated December 3, 1991, 92,715 shares are held by an Irrevocable Trust, dated December 18, 1998,

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fbo Marilyn Congdon, 92,716 shares are held an Irrevocable Trust, dated December 18, 1998, fbo Kathryn Congdon, 92,716 shares are held by an Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon, 175,598 shares are held by the David S. Congdon Grantor Retained Annuity Trust 2016, 150,000 shares are held by the David S. Congdon Grantor Retained Annuity Trust 2017, 307,225 shares are held by the Audrey L. Congdon Irrevocable Trust #2, dated May 28, 2004, 192,890 shares are held by the Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby, and 192,891 shares are held by the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell. He shares voting and dispositive power with respect to 2,734,864 shares (3.3%) of the Issuer's Common Stock, consisting of 152,293 shares held by the Ashlyn Lane Congdon Revocable Intervivos Trust, dated December 7, 2010, 66,707 shares held by the Kathryn Congdon Harrell Grantor Retained Annuity Trust 2016, 50,000 shares held by the Kathryn Congdon Harrell Grantor Retained Annuity Trust 2017, 66,707 shares held by the Marilyn Congdon Nowell Grantor Retained Annuity Trust 2016, 25,000 shares held by the Marilyn Congdon Nowell Grantor Retained Annuity Trust 2017, 316,405 shares held by the 1998 Earl E. Congdon Family Trust, 318,357 shares held by the Earl and Kathryn Congdon Family Irrevocable Trust 2011, 89,384 shares held by the Helen S. Congdon Revocable Inter Vivos Trust, dated April 24, 2012, 299,251 shares held by the David S. Congdon Irrevocable Trust #2, dated November 18, 1999, 645,976 shares held by the Earl E. Congdon GRAT Remainder Trust, 209,925 shares held by the David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell, 209,926 shares held by the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell, 209,925 shares held by the David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon, 25,004 shares held by the Kathryn Leigh Congdon Revocable Declaration of Trust, dated May 23, 2006, and 50,004 shares held by the Marilyn Marie Congdon Revocable Declaration of Trust, dated May 23, 2006. David S. Congdon beneficially owns a total of 4,692,640 shares (5.7%) of the Issuer's Common Stock.

As of December 31, 2017, the David S. Congdon Revocable Trust, dated December 3, 1991, owns directly 597,243 shares (0.7%) of the Issuer's Common Stock. David S. Congdon, as Trustee, has sole voting and sole dispositive power over those shares.

As of December 31, 2017, an Irrevocable Trust, dated December 18, 1998, fbo Marilyn Congdon, has sole voting and dispositive power with respect to 92,715 shares (0.1%) of the Issuer's Common Stock. David S. Congdon is the Trustee. Marilyn Congdon is a child of David S. Congdon.

As of December 31, 2017, an Irrevocable Trust, dated December 18, 1998, fbo Kathryn Congdon, has sole voting and dispositive power with respect to 92,716 shares (0.1%) of the Issuer's Common Stock. David S. Congdon is the Trustee. Kathryn Congdon is a child of David S. Congdon.

As of December 31, 2017, an Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon, has sole voting and dispositive power with respect to 92,716 shares (0.1%) of the Issuer's Common Stock. David S. Congdon is the Trustee. Ashlyn Congdon is a child of David S. Congdon.

As of December 31, 2017, the Ashlyn Lane Congdon Revocable Intervivos Trust, dated December 7, 2010, beneficially owns 152,293 shares (0.2%) of the Issuer's Common Stock. Although Mr. Congdon's daughter, Ashlyn Congdon, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

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As of December 31, 2017, the Kathryn Congdon Harrell Grantor Retained Annuity Trust 2016 beneficially owns 66,707 shares (0.0%) of the Issuer's Common Stock. Although Mr. Congdon's daughter, Kathryn Congdon Harrell, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the Kathryn Congdon Harrell Grantor Retained Annuity Trust 2017 beneficially owns 50,000 shares (0.0%) of the Issuer's Common Stock. Although Mr. Congdon's daughter, Kathryn Congdon Harrell, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the Marilyn Congdon Nowell Grantor Retained Annuity Trust 2016 beneficially owns 66,707 shares (0.0%) of the Issuer's Common Stock. Although Mr. Congdon's daughter, Marilyn Congdon Nowell, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the Marilyn Congdon Nowell Grantor Retained Annuity Trust 2017 beneficially owns 25,000 shares (0.0%) of the Issuer's Common Stock. Although Mr. Congdon's daughter, Marilyn Congdon Nowell, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the 1998 Earl E. Congdon Family Trust, dated July 23, 2003, beneficially owns 316,405 shares (0.4%) of the Issuer's Common Stock. David S. Congdon is Co-Trustee of that trust.

As of December 31, 2017, the Earl and Kathryn Congdon Family Irrevocable Trust 2011 owns 318,357 shares (0.4%) of the Issuer's Common Stock. David S. Congdon is Co-Trustee of that trust.

As of December 31, 2017, the Helen S. Congdon Revocable Inter Vivos Trust, dated April 24, 2012, owns directly 89,384 shares (0.1%) of the Issuer's Common Stock. Although Mr. Congdon's wife, Helen Congdon, as Trustee, has sole voting and sole dispositive power over those shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, David S. Congdon, as Trustee and grantor of the David S. Congdon Grantor Retained Annuity Trust 2016, has sole voting and dispositive power with respect to 175,598 shares (0.2%) of the Issuer's Common Stock held by the David S. Congdon Grantor Retained Annuity Trust 2016.

As of December 31, 2017, David S. Congdon, as Trustee and grantor of the David S. Congdon Grantor Retained Annuity Trust 2017, has sole voting and dispositive power with respect to 150,000 shares (0.2%) of the Issuer's Common Stock held by the David S. Congdon Grantor Retained Annuity Trust 2017.

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As of December 31, 2017, the David S. Congdon Irrevocable Trust #2, dated November 18, 1999, owns directly 299,251 shares (0.4%) of the Issuer's Common Stock. Although Mr. Congdon's wife, Helen Congdon, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the Audrey L. Congdon Irrevocable Trust #2, dated May 28, 2004, owns directly 307,225 shares (0.4%) of the Issuer's Common Stock. David S. Congdon has sole voting and dispositive power over these shares as Trustee of that trust. Audrey L. Congdon is the sister of David S. Congdon.

As of December 31, 2017, the Earl E. Congdon GRAT Remainder Trust beneficially owns 645,976 shares (0.8%) of the Issuer's Common Stock. David S. Congdon is Co-Trustee of that trust.

As of December 31, 2017, the David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell beneficially owns 209,925 shares (0.3%) of the Issuer's Common Stock. Although Mr. Congdon's wife, Helen Congdon, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the David S. Congdon Irrevocable Trust #1 FBO Marilyn Congdon beneficially owns 209,926 shares (0.3%) of the Issuer's Common Stock. Although Mr. Congdon's wife, Helen Congdon, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon beneficially owns 209,925 shares (0.3%) of the Issuer's Common Stock. Although Mr. Congdon's wife, Helen Congdon, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the Kathryn Leigh Congdon Revocable Declaration of Trust, dated May 23, 2006, beneficially owns 25,004 shares (0.0%) of the Issuer's Common Stock. Although Mr. Congdon's daughter, Kathryn Congdon Harrell, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the Marilyn Marie Congdon Revocable Declaration of Trust, dated May 23, 2006, beneficially owns 50,004 shares (0.0%) of the Issuer's Common Stock. Although Mr. Congdon's daughter, Marilyn Congdon Nowell, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby beneficially owns 192,890 shares (0.2%) of the Issuer's Common Stock. David S. Congdon has sole voting and dispositive power over these shares as Trustee of that trust. Audrey L. Congdon is the sister of David S. Congdon.

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As of December 31, 2017, the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell beneficially owns 192,891 shares (0.2%) of the Issuer's Common Stock. David S. Congdon has sole voting and dispositive power over these shares as Trustee of that trust. Audrey L. Congdon is the sister of David S. Congdon.

(a) Amount beneficially owned:

(i) 4,692,640

(ii) 597,243

(iii) 92,715

(iv) 92,716

(v) 92,716

(vi) 152,293

(vii) 66,707

(viii) 50,000

(ix) 66,707

(x) 25,000

(xi) 316,405

(xii) 318,357

(xiii) 89,384

(xiv) 175,598

(xv) 150,000

(xvi) 299,251

(xvii) 307,225

(xviii) 645,976

(xix) 209,925

(xx) 209,926

(xxi) 209,925

(xxii) 25,004

(xxiii) 50,004

(xxiv) 192,890

(xxv) 192,891

(b) Percent of Class:

(i) 5.7%

(ii) 0.7%

(iii) 0.1%

(iv) 0.1%

(v) 0.1%

(vi) 0.2%

(vii) 0.0%

(viii) 0.0%

(ix) 0.0%

(x) 0.0%

(xi) 0.4%

(xii) 0.4%

(xiii) 0.1%

(xiv) 0.2%

(xv) 0.2%

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(xvi) 0.4%

(xvii) 0.4%

(xviii) 0.8%

(xix) 0.3%

(xx) 0.3%

(xxi) 0.3%

(xxii) 0.0%

(xxiii) 0.0%

(xxiv) 0.2%

(xxv) 0.2%

(c) Number of Shares as to which such person has:

(i) Sole power to vote or to direct the vote

(i) 1,957,776

(ii) 597,243

(iii) 92,715

(iv) 92,716



(v) 92,716

(vi) -0-

(vii) -0-

(viii) -0-

(ix) -0-

(x) -0-

(xi) -0-

(xii) -0-

(xiii) -0-

(xiv) 175,598

(xv) 150,000

(xvi) -0-

(xvii) 307,225

(xviii) -0-

(xix) -0-

(xx) -0-

(xxi) -0-

(xxii) -0-

(xxiii) -0-

(xxiv) 192,890

(xxv) 192,891

(ii) Shared power to vote or to direct the vote

(i) 2,734,864

(ii) -0-

(iii) -0-

(iv) -0-

(v) -0-

(vi) 152,293

(vii) 66,707

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(viii) 50,000

(ix) 66,707

(x) 25,000

(xi) 316,405

(xii) 318,357

(xiii) 89,384

(xiv) -0-

(xv) -0-

(xvi) 299,251

(xvii) -0-

(xviii) 645,976

(xix) 209,925

(xx) 209,926

(xxi) 209,925

(xxii) 25,004

(xxiii) 50,004

(xxiv) -0-

(xxv) -0-

(iii) Sole power to dispose or to direct the disposition of

(i) 1,957,776

(ii) 597,243

(iii) 92,715

(iv) 92,716

(v) 92,716

(vi) -0-

(vii) -0-

(viii) -0-

(ix) -0-

(x) -0-

(xi) -0-

(xii) -0-

(xiii) -0-

(xiv) 175,598

(xv) 150,000

(xvi) -0-

(xvii) 307,225

(xviii) -0-

(xix) -0-

(xx) -0-

(xxi) -0-

(xxii) -0-

(xxiii) -0-

(xxiv) 192,890

(xxv) 192,891

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(iv) Shared power to dispose or to direct the disposition of

(i) 2,734,864

(ii) -0-

(iii) -0-

(iv) -0-

(v) -0-

(vi) 152,293

(vii) 66,707

(viii) 50,000

(ix) 66,707

(x) 25,000

(xi) 316,405

(xii) 318,357

(xiii) 89,384

(xiv) -0-

(xv) -0-

(xvi) 299,251

(xvii) -0-

(xviii) 645,976

(xix) 209,925

(xx) 209,926

(xxi) 209,925

(xxii) 25,004

(xxiii) 50,004

(xxiv) -0-

(xxv) -0-

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ ]

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person**

See information in Item 4, above.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

See Item 3 and Item 4, above.

Item 9. Notice of Dissolution of Group  
Not Applicable

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Item 10. Certifications  
Not Applicable

This report shall not be construed as an admission by the persons filing the report that they are the beneficial owner of any securities covered by this report.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

February 13, 2018

DAVID S. CONGDON

/s/ David S. Congdon  
David S. Congdon  
DAVID S. CONGDON REVOCABLE TRUST,

DATED DECEMBER 3, 1991

By: /s/ David S. Congdon  
David S. Congdon, Trustee  
IRREVOCABLE TRUST, DATED DECEMBER

18, 1998, FBO MARILYN CONGDON

By: /s/ David S. Congdon  
David S. Congdon, Trustee  
IRREVOCABLE TRUST, DATED DECEMBER

18, 1998, FBO KATHRYN CONGDON

By: /s/ David S. Congdon  
David S. Congdon, Trustee  
IRREVOCABLE TRUST, DATED DECEMBER

18, 1998, FBO ASHLYN CONGDON

By: /s/ David S. Congdon  
David S. Congdon, Trustee

ASHLYN LANE CONGDON REVOCABLE  
INTERVIVOS TRUST, DATED  
DECEMBER 7, 2010

By: /s/ Ashlyn L. Congdon  
Ashlyn L. Congdon, Trustee

KATHRYN CONGDON HARRELL  
GRANTOR RETAINED ANNUITY TRUST  
2016

By: Atlantic Trust Company, NA, Trustee

By: /s/ Leah M. Caracheo  
Leah M. Caracheo, Senior Vice  
President

KATHRYN CONGDON HARRELL  
GRANTOR RETAINED ANNUITY TRUST  
2017

By: Atlantic Trust Company, NA, Trustee

By: /s/ Leah M. Caracheo  
Leah M. Caracheo, Senior Vice  
President

CUSIP No. 679580100

MARILYN CONGDON NOWELL  
GRANTOR RETAINED ANNUITY TRUST  
2016

By: Atlantic Trust Company, NA, Trustee

By: /s/ Leah M. Caracheo  
Leah M. Caracheo, Senior Vice  
President

MARILYN CONGDON NOWELL  
GRANTOR RETAINED ANNUITY TRUST  
2017

By: Atlantic Trust Company, NA, Trustee

By: /s/ Leah M. Caracheo  
Leah M. Caracheo, Senior Vice  
President

1998 EARL E. CONGDON FAMILY TRUST

By: /s/ David S. Congdon  
David S. Congdon, Co-Trustee

EARL AND KATHRYN CONGDON  
FAMILY IRREVOCABLE TRUST 2011

By: /s/ David S. Congdon  
David S. Congdon, Co-Trustee

HELEN S. CONGDON REVOCABLE  
INTER VIVOS TRUST, DATED APRIL 24,  
2012

By: /s/ Helen S. Congdon  
Helen S. Congdon, Trustee

DAVID S. CONGDON GRANTOR  
RETAINED ANNUITY TRUST 2016

By: /s/ David S. Congdon  
David S. Congdon, Trustee

DAVID S. CONGDON GRANTOR  
RETAINED ANNUITY TRUST 2017

By: /s/ David S. Congdon  
David S. Congdon, Trustee

DAVID S. CONGDON IRREVOCABLE  
TRUST #2, DATED NOVEMBER 18, 1999

By: /s/ Helen S. Congdon  
Helen S. Congdon, Trustee

AUDREY L. CONGDON IRREVOCABLE  
TRUST #2, DATED MAY 28, 2004

By: /s/ David S. Congdon  
David S. Congdon, Trustee

CUSIP No. 679580100

EARL E. CONGDON GRAT REMAINDER  
TRUST

By: /s/ David S. Congdon  
David S. Congdon, Co-Trustee

DAVID S. CONGDON IRREVOCABLE  
TRUST #1 FBO KATHRYN HARRELL

By: /s/ Helen S. Congdon  
Helen S. Congdon, Trustee

DAVID S. CONGDON IRREVOCABLE  
TRUST #1 FBO MARILYN NOWELL

By: /s/ Helen S. Congdon  
Helen S. Congdon, Trustee

DAVID S. CONGDON IRREVOCABLE  
TRUST #1 FBO ASHLYN CONGDON

By: /s/ Helen S. Congdon  
Helen S. Congdon, Trustee

KATHRYN LEIGH CONGDON  
REVOCABLE DECLARATION OF TRUST,  
DATED MAY 23 2006

By: /s/ Kathryn C. Harrell  
Kathryn C. Harrell, Trustee

MARILYN MARIE CONGDON  
REVOCABLE DECLARATION OF TRUST,  
DATED MAY 23 2006

By: /s/ Marilyn C. Nowell  
Marilyn C. Nowell, Trustee

AUDREY CONGDON IRREVOCABLE  
TRUST #1 FBO MEGAN OGLESBY

By: /s/ David S. Congdon  
David S. Congdon, Trustee

AUDREY CONGDON IRREVOCABLE  
TRUST #1 FBO SETH YOWELL

By: /s/ David S. Congdon  
David S. Congdon, Trustee

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CUSIP No. 679580100

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees to the joint filing with each other of the attached statement on Schedule 13G/A and to all amendments to such statement and that such statement and all amendments to such statement is made on behalf of each of them.

IN WITNESS WHEREOF, the undersigned hereby execute this agreement on February 13, 2018.

DAVID S. CONGDON

/s/ David S. Congdon  
David S. Congdon

DAVID S. CONGDON REVOCABLE  
TRUST, DATED DECEMBER 3, 1991

By: /s/ David S. Congdon  
David S. Congdon, Trustee

IRREVOCABLE TRUST, DATED  
DECEMBER 18, 1998, FBO MARILYN  
CONGDON

By: /s/ David S. Congdon  
David S. Congdon, Trustee

IRREVOCABLE TRUST, DATED  
DECEMBER 18, 1998, FBO KATHRYN  
CONGDON

By: /s/ David S. Congdon  
David S. Congdon, Trustee

IRREVOCABLE TRUST, DATED  
DECEMBER 18, 1998, FBO ASHLYN  
CONGDON

By: /s/ David S. Congdon  
David S. Congdon, Trustee



ASHLYN LANE CONGDON REVOCABLE  
INTERVIVOS TRUST, DATED  
DECEMBER 7, 2010

By: /s/ Ashlyn L. Congdon  
Ashlyn L. Congdon, Trustee

KATHRYN CONGDON HARRELL  
GRANTOR RETAINED ANNUITY TRUST  
2016

By: Atlantic Trust Company, NA, Trustee

By: /s/ Leah M. Caracheo  
Leah M. Caracheo, Senior Vice  
President

CUSIP No. 679580100

KATHRYN CONGDON HARRELL  
GRANTOR RETAINED ANNUITY TRUST  
2017

By: Atlantic Trust Company, NA, Trustee

By: /s/ Leah M. Caracheo  
Leah M. Caracheo, Senior Vice  
President

MARILYN CONGDON NOWELL  
GRANTOR RETAINED ANNUITY TRUST  
2016

By: Atlantic Trust Company, NA, Trustee

By: /s/ Leah M. Caracheo  
Leah M. Caracheo, Senior Vice  
President

MARILYN CONGDON NOWELL  
GRANTOR RETAINED ANNUITY TRUST  
2017

By: Atlantic Trust Company, NA, Trustee

By: /s/ Leah M. Caracheo  
Leah M. Caracheo, Senior Vice  
President

1998 EARL E. CONGDON FAMILY TRUST

By: /s/ David S. Congdon  
David S. Congdon, Co-Trustee

EARL AND KATHRYN CONGDON  
FAMILY IRREVOCABLE TRUST - 2011

By: /s/ David S. Congdon  
David S. Congdon, Co-Trustee

HELEN S. CONGDON REVOCABLE

INTER VIVOS TRUST, DATED APRIL 24,  
2012

By: /s/ Helen S. Congdon  
Helen S. Congdon, Trustee

DAVID S. CONGDON GRANTOR  
RETAINED ANNUITY TRUST 2016

By: /s/ David S. Congdon  
David S. Congdon, Trustee

DAVID S. CONGDON GRANTOR  
RETAINED ANNUITY TRUST 2017

By: /s/ David S. Congdon  
David S. Congdon, Trustee

DAVID S. CONGDON IRREVOCABLE  
TRUST #2, DATED NOVEMBER 18, 1999

By: /s/ Helen S. Congdon  
Helen S. Congdon, Trustee

CUSIP No. 679580100

AUDREY L. CONGDON IRREVOCABLE  
TRUST #2, DATED MAY 28, 2004

By: /s/ David S. Congdon  
David S. Congdon, Trustee

EARL E. CONGDON GRAT REMAINDER  
TRUST

By: /s/ David S. Congdon  
David S. Congdon, Co-Trustee

DAVID S. CONGDON IRREVOCABLE  
TRUST #1 FBO KATHRYN HARRELL

By: /s/ Helen S. Congdon  
Helen S. Congdon, Trustee

DAVID S. CONGDON IRREVOCABLE  
TRUST #1 FBO MARILYN NOWELL

By: /s/ Helen S. Congdon  
Helen S. Congdon, Trustee

DAVID S. CONGDON IRREVOCABLE  
TRUST #1 FBO ASHLYN CONGDON

By: /s/ Helen S. Congdon  
Helen S. Congdon, Trustee

KATHRYN LEIGH CONGDON  
REVOCABLE DECLARATION OF TRUST,  
DATED MAY 23 2006

By: /s/ Kathryn C. Harrell  
Kathryn C. Harrell, Trustee

MARILYN MARIE CONGDON  
REVOCABLE DECLARATION OF TRUST,  
DATED MAY 23 2006

By: /s/ Marilyn C. Nowell  
Marilyn C. Nowell, Trustee

AUDREY CONGDON IRREVOCABLE  
TRUST #1 FBO MEGAN OGLESBY

By: /s/ David S. Congdon  
David S. Congdon, Trustee

AUDREY CONGDON IRREVOCABLE  
TRUST #1 FBO SETH YOWELL

By: /s/ David S. Congdon  
David S. Congdon, Trustee