

CONGDON DAVID S  
Form 4  
February 12, 2013

**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)  
02/23/2012

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

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/23/2012		G	V	65,484	A	\$ 0	104,234	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock	02/23/2012		G	V	65,484	A	\$ 0	165,100 <sup>(1)</sup>	I	As trustee of Audrey L.

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Common Stock	02/23/2012	G	V	65,484	D	\$ 0	0 <sup>(2)</sup>	I	Congdon Irrevocable Trust No. 2 dated 5/28/04  As trustee of David S. Congdon February 2010 Grantor Retained Annuity Trust
Common Stock	04/19/2012	G	V	101,974	A	\$ 0	835,729 <sup>(2)</sup>	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	05/18/2012	G	V	106,602	D	\$ 0	0	I	As custodian for child of Mr. Congdon
Common Stock	11/19/2012	G	V	776	A	\$ 0	<u>926,787</u> <sup>(3)</sup> <u>(1)</u>	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/19/2012	G	V	776	A	\$ 0	90,510 <sup>(1)</sup>	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock	11/19/2012	G	V	776	A	\$ 0	90,509 <sup>(1)</sup>	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	11/19/2012	G	V	776	A	\$ 0	90,510 <sup>(1)</sup>	I	As trustee of Irrevocable

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Common Stock	11/27/2012	G	V	42,667	D	\$ 0	0 <sup>(1)</sup>	D	Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	11/27/2012	G	V	59,375	A	\$ 0	59,375	I	By wife as trustee of Seay Family Trust dated 11/21/2012
Common Stock	11/27/2012	G	V	18,788	D	\$ 0	907,998	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/27/2012	G	V	320	A	\$ 0	156,671 <sup>(1)</sup>	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock	11/27/2013	G	V	30,930	A	\$ 0	30,930	I	By wife as trustee of Helen S. Congdon Revocable Trust Inter Vivos Trust dated 4/24/12
Common Stock	11/27/2012	G	V	87,375	D	\$ 0	0 <sup>(1)</sup>	I	By wife
Common Stock							48,862 <sup>(1)</sup>	I	By 401(k) plan
Common Stock							629,776 <sup>(1)</sup>	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 1 dated 12/1/92

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Common Stock		327,582 <sup>(3)</sup> <u>(1)</u>	I	As trustee of David S. Congdon Grantor Retained Annuity Trust 2012
Common Stock		645,976 <sup>(1)</sup>	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock		316,405 <sup>(1)</sup>	I	As co-trustee of the 1998 Earl E. Congdon Family Trust
Common Stock		318,357 <sup>(1)</sup>	I	As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011
Common Stock		385,781 <sup>(1)</sup>	I	As trustee of Audrey L. Congdon Irrevocable Trust #1 dated 12/1/92

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Own Follo Repo Trans (Instr
			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

President and CEO

## Signatures

/s/ David S.  
Congdon

02/12/2013

\*\*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) Adjusted to reflect a three-for-two stock split on September 10, 2012.
- (2) Reflects a transfer of 38,532 shares from the David S. Congdon February 2010 Grantor Retained Annuity Trust to the David S. Congdon Revocable Trust dated 12/3/91 on February 23, 2012.
- (3) Reflects a transfer of 218,388 shares from the David S. Congdon Revocable Trust dated 12/3/91 to the David S. Congdon Grantor Retained Annuity Trust 2012 on August 20, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.