

OLD DOMINION FREIGHT LINE INC/VA

Form 4

August 15, 2016

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 JEFFREY W

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)
300 ARBORETUM PLACE, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
08/12/2016

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Member of Section 13(d) group

(Street)
NORTH CHESTERFIELD, VA 23236

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount	Price			
Common Stock	08/12/2016		S	V	9,100	D \$ 69.64 (1)	652,078 (2)	I	As trustee of Jeffrey W. Congdon Revocable Trust
Common Stock	08/12/2016		G	V	2,000	D \$ 0	650,078 (2)	I	As trustee of Jeffrey W. Congdon Revocable Trust

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Common Stock	08/12/2016	S	9,400	D	\$ 69.64 <u>(1)</u>	850,440 ⁽⁵⁾	I	As trustee of Susan C. Terry Revocable Trust
Common Stock						83,610 ⁽²⁾	I	As trustee of Jeffrey W. Congdon 2012 GRAT #2
Common Stock						52,667 ⁽²⁾	I	As trustee of Jeffrey W. Congdon 2014 GRAT
Common Stock						39,344 ⁽²⁾	I	As trustee of Jeffrey W. Congdon 2013 GRAT #2
Common Stock						100,000 ⁽²⁾	I	As trustee of Jeffrey W. Congdon 2015 GRAT
Common Stock						608,877 ⁽²⁾	I	By Congdon Family, LLC ⁽³⁾
Common Stock						693,864 ⁽⁴⁾	I	By Congdon Family, LLC
Common Stock						539,209 ⁽⁵⁾	I	By Terry Family Associates, LLC
Common Stock						100,000 ⁽²⁾	I	As trustee of Jeffrey W. Congdon 2016 GRAT

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)

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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 Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONGDON JEFFREY W 300 ARBORETUM PLACE SUITE 600 NORTH CHESTERFIELD, VA 23236		X		Member of Section 13(d) group
TERRY SUSAN C 7511 WHITEPINE ROAD RICHMOND, VA 23237		X		Member of Section 13(d) group

Signatures

/s/ John R. Congdon, Jr., by Power of Attorney
 **Signature of Reporting Person
 Date

08/15/2016

/s/ John R. Congdon, Jr., by Power of Attorney
 **Signature of Reporting Person
 Date

08/15/2016

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 \$69.38 to \$70.10, 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) These securities are beneficially owned by Jeffrey W. Congdon, who may be deemed a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are identified in a Schedule 13D filed with the Securities and Exchange Commission on September 10, 2012.
- (3) Jeffrey W. Congdon serves as a manager of Congdon Family, LLC. The Jeffrey W. Congdon Revocable Trust, which Jeffrey W. Congdon serves as the trustee of, is a member of Congdon Family, LLC.

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- (4) Susan C. Terry disclaims beneficial ownership of the reported securities. The Susan C. Terry Revocable Trust, which Susan C. Terry serves as the trustee of, is a member of Congdon Family, LLC.

- These securities are beneficially owned by Susan C. Terry, who may be deemed a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are identified in a Schedule 13D filed with the Securities and Exchange Commission on September 10, 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.