

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

(Last) (First) (Middle)
C/O OLD DOMINION FREIGHT
LINE, INC, 500 OLD DOMINION
FREIGHT WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2012

THOMASVILLE, NC 27360

(City) (State) (Zip)

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

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. Code | 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 ⁽¹⁾ | I | As trustee of Audrey L. |

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| | | | | | | | | | |
|--------------|------------|---|---|---------|---|------|---|---|--|
| Common Stock | 02/23/2012 | G | V | 65,484 | D | \$ 0 | 0 ⁽²⁾ | 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 ⁽²⁾ | 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> ⁽³⁾ <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 ⁽¹⁾ | 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 ⁽¹⁾ | 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 ⁽¹⁾ | I | As trustee of Irrevocable |

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| Common Stock | Date | Code | Quantity | Code | Value | Code | Value | Code | Description |
|--------------|------------|------|----------|------|-------|------------------------|-------|------|--|
| Common Stock | 11/27/2012 | G | V 42,667 | D | \$ 0 | 0 ⁽¹⁾ | | 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 ⁽¹⁾ | | 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 ⁽¹⁾ | | I | By wife |
| Common Stock | | | | | | 48,862 ⁽¹⁾ | | I | By 401(k) plan |
| Common Stock | | | | | | 629,776 ⁽¹⁾ | | 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 ⁽³⁾ <u>(1)</u> | I | As trustee of David S. Congdon Grantor Retained Annuity Trust 2012 |
| Common Stock | | 645,976 ⁽¹⁾ | I | As co-trustee of Earl E. Congdon GRAT Remainder Trust |
| Common Stock | | 316,405 ⁽¹⁾ | I | As co-trustee of the 1998 Earl E. Congdon Family Trust |
| Common Stock | | 318,357 ⁽¹⁾ | I | As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011 |
| Common Stock | | 385,781 ⁽¹⁾ | 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.

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 | 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 |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------------|

