

OLD DOMINION FREIGHT LINE INC/VA  
 Form 4  
 February 10, 2015

**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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/27/2014

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

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) |                    | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------------|---|--|---|
|                                 |                                      |  |                                | Code  | V Amount (D) Price |   |  |   |
| Common Stock                    | 02/27/2014                           |  | G                              | V   | 1,046 D \$0        | 814,285 <sup>(1)</sup>  | I  | As trustee of Jeffrey W. Congdon Revocable Trust      |
| Common Stock                    | 08/21/2014                           |  | G                              | V   | 97,196 A \$0       | 879,405 <sup>(1)</sup><br><u>(5) (6) (7) (8) (9)</u><br><u>(10) (11)</u>                      | I  | As trustee of Jeffrey W. Congdon Revocable Trust      |

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|              |            |   |   |        |   |      |                                     |   |   |
|--------------|------------|---|---|--------|---|------|-------------------------------------|---|---|
| Common Stock | 08/21/2014 | G | V | 48,599 | D | \$ 0 | 0 <u>(1)</u> <u>(6)</u>             | I | As trustee of Jeffrey W. Congdon 2012 GRAT #1 |
| Common Stock | 08/21/2014 | G | V | 97,196 | A | \$ 0 | 958,120 <u>(2)</u>                  | I | As trustee of Susan C. Terry Revocable Trust  |
| Common Stock | 11/25/2014 | G | V | 70,724 | D | \$ 0 | 0 <u>(1)</u> <u>(11)</u>            | I | As trustee of Jeffrey W. Congdon 2009 GRAT    |
| Common Stock |            |   |   |        |   |      | 1,806,214                           | I | By Congdon Family, LLC <u>(3)</u>             |
| Common Stock |            |   |   |        |   |      | 1,806,214 <u>(1)</u>                | I | By Congdon Family, LLC <u>(4)</u>             |
| Common Stock |            |   |   |        |   |      | 38,615 <u>(1)</u> <u>(5)</u>        | I | As trustee of Jeffrey W. Congdon 2010 GRAT #2 |
| Common Stock |            |   |   |        |   |      | 93,267 <u>(1)</u> <u>(7)</u>        | I | As trustee of Jeffrey W. Congdon 2012 GRAT #2 |
| Common Stock |            |   |   |        |   |      | 34,961 <u>(1)</u> <u>(9)</u>        | I | As trustee of Jeffrey W. Congdon 2013 GRAT #1 |
| Common Stock |            |   |   |        |   |      | 42,822 <u>(1)</u> <u>(10)</u>       | I | As trustee of Jeffrey W. Congdon 2013 GRAT #2 |
| Common Stock |            |   |   |        |   |      | 100,000 <u>(1)</u> <u>(8)</u>       | I | As trustee of Jeffrey W. Congdon 2014 GRAT    |
| Common Stock |            |   |   |        |   |      | 0 <u>(2)</u> <u>(1)</u> <u>(12)</u> | I | As co-trustees of                             |

|                 |  |  |
|-----------------|--|--|
| Common<br>Stock | <u>170,066</u> <sup>(2)</sup><br><u>(1) (13)</u> I | John R.<br>Congdon<br>Irrevocable<br>Trust<br><br>As<br>co-executors<br>of the estate<br>of John R.<br>Congdon |
|-----------------|--|--|

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

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                               |
|---|---------------|-----------|---------|-------------------------------|
|   | Director      | 10% Owner | Officer | Other                         |
| CONGDON JEFFREY W<br>300 ARBORETUM PLACE<br>SUITE 600<br>NORTH CHESTERFIELD, VA 23236 |               | X         |         | Member of Section 13(d) group |
| TERRY SUSAN C<br>300 ARBORETUM PLACE<br>SUITE 600<br>NORTH CHESTERFIELD, VA 23236     |               | X         |         | Member of Section 13(d) group |

## Signatures

/s/ John R. Congdon, Jr., by Power of Attorney 02/10/2015

\_\_Signature of Reporting Person Date

/s/ John R. Congdon, Jr., by Power of Attorney 02/10/2015

\_\_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) 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.

(2) 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.

(3) 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. The John R. Congdon Irrevocable Trust, which Susan C. Terry serves as a co-trustee of, also is a member of Congdon Family, LLC.

(4) 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. The John R. Congdon Irrevocable Trust, which Jeffrey W. Congdon serves as a co-trustee of, also is a member of Congdon Family, LLC.

(5) Reflects a transfer of 3,468 shares from the Jeffrey W. Congdon 2010 GRAT #2 to the Jeffrey W. Congdon Revocable Trust on July 8, 2014.

(6) Reflects a transfer of 28,344 shares from the Jeffrey W. Congdon 2012 GRAT #1 to the Jeffrey W. Congdon Revocable Trust on August 21, 2014.

(7) Reflects a transfer of 8,531 shares from the Jeffrey W. Congdon 2012 GRAT #2 to the Jeffrey W. Congdon Revocable Trust on August 21, 2014.

(8) Reflects a transfer of 100,000 shares from the Jeffrey W. Congdon Revocable Trust to the Jeffrey W. Congdon 2014 GRAT on August 25, 2014.

(9) Reflects a transfer of 15,039 shares from the Jeffrey W. Congdon 2013 GRAT #1 to the Jeffrey W. Congdon Revocable Trust on November 21, 2014.

(10) Reflects a transfer of 7,178 shares from the Jeffrey W. Congdon 2013 GRAT #2 to the Jeffrey W. Congdon Revocable Trust on November 21, 2014.

(11) Reflects a transfer of 5,364 shares from the Jeffrey W. Congdon 2009 GRAT to the Jeffrey W. Congdon Revocable Trust on November 25, 2014.

(12) The 858,078 shares previously reported by this trust were disposed of in a series of transactions exempt from reporting under Rule 16a-2(d)(1).

(13) The shares reported by the estate previously were exempt from reporting under Rule 16a-2(d)(1). Because 12 months have passed since the reporting persons were appointed as co-executors of the estate, these shares are no longer exempt from the provisions of Section 16 of the Exchange Act.

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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