

CONGDON EARL E
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 EARL E

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)
Executive Chairman

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/19/2012

(Street)
THOMASVILLE, NC 27360

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

(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	(D)	Price
Common Stock	04/19/2012		G	V	305,922	D	\$ 0
					0 ⁽¹⁾	I	
Common Stock	11/19/2012		G	V	8,536	D	\$ 0
					1,073,046 ⁽¹⁾	I	
					⁽²⁾ ⁽³⁾		
					46,027 ⁽³⁾	I	

By Earl E. Congdon Grantor Retained Annuity Trust 2010

By Earl E. Congdon Trust - 1990

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Common Stock							By 401(k) plan
Common Stock					655,164 ⁽²⁾ <u>(3)</u>	I	By Earl E. Congdon Grantor Retained Annuity Trust 2012
Common Stock					645,976 ⁽³⁾ <u>(4)</u>	I	By Earl E. Congdon GRAT Remainder Trust
Common Stock					454,573 ⁽³⁾ <u>(4) (5)</u>	I	By wife as trustee of the Kathryn W. Congdon Trust - 1990
Common Stock					327,582 ⁽³⁾ <u>(4) (5)</u>	I	By wife as trustee of the Kathryn W. Congdon Grantor Retained Annuity Trust 2012

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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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		Date	Expiration	Title	Amount
		Exercisable	Date		or
					Number
					of
					Shares
Code	V	(A)	(D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONGDON EARL E C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X		Executive Chairman	

Signatures

/s/ David S. Congdon, by Power of Attorney	02/12/2013
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Reflects a transfer of 243,142 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2010 to the Earl E. Congdon Trust - 1990 on April 19, 2012.
- (2) Reflects a transfer of 436,776 shares from the Earl E. Congdon Trust - 1990 to the Earl E. Congdon Grantor Retained Annuity Trust 2012 on August 20, 2012.
- (3) Adjusted to reflect a three-for-two stock split on September 10, 2012.
- (4) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed as an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.
- (5) Reflects a transfer of 218,388 shares from the Kathryn W. Congdon Trust - 1990 to the Kathryn W. 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.