

CONGDON JOHN R JR

Form 4

February 12, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONGDON JOHN R JR

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)

05/29/2018

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O OLD DOMINION FREIGHT
LINE, INC., 500 OLD DOMINION
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. Code (Instr. 8)	4. Securities Acquired or Disposed of (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)			
			Code	V	Amount		Price
Common Stock	05/29/2018		G	V	43,256	D	\$ 0 0 ⁽¹⁾
						I	As trustee of the John R. Congdon, Jr. 2016 GRAT
Common Stock	08/20/2018		G	V	39,898	D	\$ 0 0 ⁽²⁾
						I	As trustee of the John R. Congdon, Jr. 2016 GRAT #2
	11/26/2018		G	V	22,863	D	\$ 0 0 ⁽³⁾
						I	

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Common Stock							As trustee of the John R. Congdon, Jr. 2013 GRAT #2
Common Stock				1,419,109	⁽¹⁾ <u>(2) (4) (5) (3)</u>	I	As trustee of the John R. Congdon, Jr. Revocable Trust
Common Stock				100,000	⁽⁵⁾	I	As trustee of the John R. Congdon, Jr. 2018 GRAT
Common Stock				46,064		I	By wife as trustee of the John R. Congdon, Jr. 2015 Irrevocable Trust for Benefit of Michael M. Demo
Common Stock				46,064		I	By wife as trustee of the John R. Congdon, Jr. 2015 Irrevocable Trust for Benefit of Brian H. Demo
Common Stock				835	⁽⁴⁾	D	

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
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SEC 1474
(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)	Security Beneficial Owner Following Reportable Transaction (Instr. 6)		
			Code	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 JOHN R JR C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X			

Signatures

/s/ John R.
Congdon, Jr. 02/12/2019

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) Reflects an exempt transfer of 23,263 shares from the John R. Congdon, Jr. 2016 GRAT to the John R. Congdon, Jr. Revocable Trust on May 29, 2018.
- (2) Reflects an exempt transfer of 26,365 shares from the John R. Congdon, Jr. 2016 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on August 20, 2018.
- (3) Reflects an exempt transfer of 5,554 shares from the John R. Congdon, Jr. 2013 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on November 26, 2018.
- (4) Reflects an exempt transfer of 2,644 shares from an account held directly by the reporting person to the John R. Congdon, Jr. Revocable Trust on August 22, 2018.
- (5) Reflects an exempt transfer of 100,000 shares from the John R. Congdon, Jr. Revocable Trust to the John R. Congdon, Jr. 2018 GRAT on October 12, 2018.

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.