

CONGDON JOHN R
Form 4
September 15, 2010

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 JOHN R

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)
09/13/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman of the Board / Member of Section 13(d) group

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. 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)
Common Stock	09/13/2010		S(1)	27,780 D	\$ 25.4195 (5)	I	As trustee of John R. Congdon Revocable Trust
Common Stock	09/13/2010		S(1)	3,026 D	\$ 5,741 (2) (3) (5)	I	As trustee of Natalie N. Congdon Revocable

Common Stock						108,750 ⁽²⁾ <u>(3)</u>	I	Trust As trustee of John R. Congdon 2009 GRAT
Common Stock						210,937 ⁽²⁾ <u>(3)</u>	I	As trustee of 1998 Earl E. Congdon Family Trust
Common Stock						820,569 ⁽²⁾ <u>(3)</u>	I	As trustee of the John R. Congdon 2010 GRAT
Common Stock	09/13/2010	S ⁽¹⁾	3,026	D	\$ 25.4195 <u>(5)</u>	5,741 ⁽⁴⁾	D	
Common Stock	09/14/2010	S ⁽¹⁾	19,878	D	\$ 25.4546 <u>(6)</u>	1,801,513 <u>(3)</u>	I	As trustee of John R. Congdon Revocable Trust
Common Stock	09/14/2010	S ⁽¹⁾	2,166	D	\$ 25.4546 <u>(6)</u>	3,575 ⁽³⁾	I	As trustee of Natalie N. Congdon Revocable Trust
Common Stock	09/14/2010	S ⁽¹⁾	2,166	D	\$ 25.4546 <u>(6)</u>	3,575 ⁽⁴⁾	D	

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4.	5. Transaction 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 (Instr. 5)	
			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 C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X	X	Vice Chairman of the Board	Member of Section 13(d) group
Natalie N Congdon Revocable Trust 7511 WHITEPINE ROAD RICHMOND, VA 23237		X		Member of Section 13(d) group

Signatures

/s/ Joel B. McCarty, Jr., by Power of Attorney	09/15/2010
**Signature of Reporting Person	Date
/s/ Joel B. McCarty, Jr., by Power of Attorney	09/15/2010
**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2010.
- (2) Adjusted to reflect a three-for-two stock split on August 24, 2010.
- (3) These securities are beneficially owned by John R. 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 indentified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.
- (4) These securities are beneficially owned by the Natalie N. Congdon Revocable Trust, which 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 indentified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.

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(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.33 to \$25.47, 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.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.33 to \$25.75, 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.

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.