

CONGDON DAVID S
Form 4
September 17, 2010

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/15/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO / Member of Section 13(d) group

C/O OLD DOMINION FREIGHT LINE, INC, 500 OLD DOMINION FREIGHT 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 | 09/15/2010 | | S ⁽¹⁾ | 1,810 D | \$ 25.3404 711,609 | I | By David S. Congdon Revocable Trust dated 12/3/91 |
| Common Stock | 09/15/2010 | | S ⁽¹⁾ | 151 D | \$ 25.3404 62,489 | I | By wife |
| Common Stock | 09/15/2010 | | S ⁽¹⁾ | 50 D | \$ 25.3404 46,663 | I | As trustee of Audrey |

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| | | | | | (2) | | | |
|--------------|------------|------------------|-----|---|----------------------|---------|---|---|
| Common Stock | 09/15/2010 | S ⁽¹⁾ | 966 | D | \$ 25.3404 (2) | 146,529 | I | L. Congdon Irrevocable Trust No. 2 dated 5/28/04 As custodian for minor child of Mr. Congdon |
| Common Stock | | | | | | 418,551 | I | By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92 |
| Common Stock | | | | | | 37,050 | I | By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99 |
| Common Stock | | | | | | 44,367 | D | |
| Common Stock | | | | | | 32,571 | I | By 401(k) plan |
| Common Stock | | | | | | 430,651 | I | As co-trustee of Earl E. Congdon GRAT Remainder Trust |
| Common Stock | | | | | | 150,000 | I | As trustee of David S. Congdon February 2010 Grantor Retained Annuity Trust |
| | | | | | | 58,198 | I | |

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| | | | | | | | | |
|--------------|------------|------------------------|-------|---|---------------------------------|---------|---|--|
| Common Stock | | | | | | | | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon |
| Common Stock | | | | | 58,198 | | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon |
| Common Stock | | | | | 58,198 | | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon |
| Common Stock | 09/16/2010 | <u>S⁽¹⁾</u> | 7,364 | D | <u>\$ 25.962⁽³⁾</u> | 704,245 | I | By David S. Congdon Revocable Trust dated 12/3/91 |
| Common Stock | 09/16/2010 | <u>S⁽¹⁾</u> | 2,219 | D | <u>\$ 26.1053⁽⁴⁾</u> | 702,026 | I | By David S. Congdon Revocable Trust dated 12/3/91 |
| Common Stock | 09/16/2010 | <u>S⁽¹⁾</u> | 614 | D | <u>\$ 25.962⁽³⁾</u> | 61,875 | I | By wife |
| Common Stock | 09/16/2010 | <u>S⁽¹⁾</u> | 185 | D | <u>\$ 26.1053⁽⁴⁾</u> | 61,690 | I | By wife |
| Common Stock | 09/16/2010 | <u>S⁽¹⁾</u> | 205 | D | <u>\$ 25.962⁽³⁾</u> | 46,458 | I | As trustee of Audrey L. Congdon Irrevocable Trust No. 2 |

| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------------------|---------|---|---|
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 62 | D | \$ 26.1053 (4) | 46,396 | I | dated 5/28/04 As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04 |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 3,927 | D | \$ 25.962 (3) | 142,602 | I | As custodian for minor child of Mr. Congdon |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 1,183 | D | \$ 26.1053 (4) | 141,419 | I | As custodian for minor child of Mr. Congdon |

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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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. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

Officer

Other

