

OLD DOMINION FREIGHT LINE INC/VA

Form 4

August 29, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONGDON EARL E

(Last) (First) (Middle)

C/O OLD DOMINION FREIGHT
LINE, INC., 500 OLD DOMINION
WAY

(Street)

THOMASVILLE, NC 27360

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

OLD DOMINION FREIGHT LINE
INC/VA [ODFL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2014		G	V	4,200	D	\$ 0	1,165,922	I	By Earl E. Congdon Trust - 1990
Common Stock	05/02/2014		G	V	1,380	D	\$ 0	584,677 ⁽¹⁾ ₍₂₎	I	By Earl E. Congdon Trust - 1990
Common Stock	08/21/2014		G	V	283,017	D	\$ 0	0 ⁽¹⁾	I	By Earl E. Congdon

Common Stock	08/21/2014	G	V	141,507	D	\$ 0	0 ⁽⁴⁾ ⁽³⁾	I	Grantor Retained Annuity Trust 2012 By wife as trustee of the Kathryn W. Congdon Grantor Retained Annuity Trust 2012
Common Stock	08/27/2014	I		1,859	D	\$ 66.32	43,288	I	By 401(k) plan By Earl E. Congdon Grantor Retained Annuity Trust 2014
Common Stock							744,935 ⁽²⁾	I	By wife as trustee of the Kathryn W. Congdon Grantor Retained Annuity Trust - 1990
Common Stock							193,687 ⁽⁴⁾ ⁽³⁾ ⁽⁵⁾	I	By wife as trustee of the Kathryn W. Congdon Grantor Retained Annuity Trust 2014
Common Stock							446,961 ⁽⁴⁾ ⁽⁵⁾	I	By Earl E. Congdon GRAT Remainder Trust
Common Stock							645,976 ⁽⁴⁾	I	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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 Repor Trans (Instr
				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 EARL E
C/O OLD DOMINION FREIGHT LINE, INC.
500 OLD DOMINION WAY
THOMASVILLE, NC 27360

X

Executive Chairman

Signatures

/s/ Ross H. Parr, by Power of
Attorney

08/29/2014

**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 a transfer of 165,070 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2012 to the Earl E. Congdon Trust - 1990 on August 21, 2014.
- (2) Reflects a transfer of 744,935 shares from the Earl E. Congdon Trust - 1990 to the Earl E. Congdon Grantor Retained Annuity Trust 2014 on August 25, 2014.
- (3) Reflects a transfer of 82,536 shares from the Kathryn W. Congdon Grantor Retained Annuity Trust 2012 to the Kathryn W. Congdon Trust - 1990 on August 21, 2014.
- (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 446,961 shares from the Kathryn W. Congdon Trust - 1990 to the Kathryn W. Congdon Grantor Retained Annuity Trust 2014 on August 25, 2014.

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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