

OLD DOMINION FREIGHT LINE INC/VA

Form 4

August 15, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CONGDON JEFFREY W

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)

08/12/2016

____ Director ____X____ 10% Owner
____ Officer (give title below) ____X____ Other (specify below)

Member of Section 13(d) group

300 ARBORETUM PLACE, SUITE
600

(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
__X__ Form filed by More than One Reporting
Person

NORTH
CHESTERFIELD, VA 23236

(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)
				(A) or (D)	Price		

Common
Stock

08/12/2016

S

9,100

D

\$
69.64
(1)

652,078 (2)

I

As trustee of
Jeffrey W.
Congdon
Revocable
Trust

Common
Stock

08/12/2016

G

V 2,000

D

\$ 0

650,078 (2)

I

As trustee of
Jeffrey W.
Congdon
Revocable
Trust

Common Stock	08/12/2016	S	9,400	D	\$ 69.64 <u>(1)</u>	850,440 ⁽⁵⁾	I	As trustee of Susan C. Terry Revocable Trust
Common Stock						83,610 ⁽²⁾	I	As trustee of Jeffrey W. Congdon 2012 GRAT #2
Common Stock						52,667 ⁽²⁾	I	As trustee of Jeffrey W. Congdon 2014 GRAT
Common Stock						39,344 ⁽²⁾	I	As trustee of Jeffrey W. Congdon 2013 GRAT #2
Common Stock						100,000 ⁽²⁾	I	As trustee of Jeffrey W. Congdon 2015 GRAT
Common Stock						608,877 ⁽²⁾	I	By Congdon Family, LLC ⁽³⁾
Common Stock						693,864 ⁽⁴⁾	I	By Congdon Family, LLC
Common Stock						539,209 ⁽⁵⁾	I	By Terry Family Associates, LLC
Common Stock						100,000 ⁽²⁾	I	As trustee of Jeffrey W. Congdon 2016 GRAT

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

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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)

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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
				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 JEFFREY W 300 ARBORETUM PLACE SUITE 600 NORTH CHESTERFIELD, VA 23236		X		Member of Section 13(d) group
TERRY SUSAN C 7511 WHITEPINE ROAD RICHMOND, VA 23237		X		Member of Section 13(d) group

Signatures

/s/ John R. Congdon, Jr., by Power of Attorney	08/15/2016
<u> </u> **Signature of Reporting Person	Date
/s/ John R. Congdon, Jr., by Power of Attorney	08/15/2016
<u> </u> **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 price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.38 to \$70.10, 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.
- (2) These securities are beneficially owned by Jeffrey W. 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 identified in a Schedule 13D filed with the Securities and Exchange Commission on September 10, 2012.
- (3) Jeffrey W. Congdon serves as a manager of Congdon Family, LLC. The Jeffrey W. Congdon Revocable Trust, which Jeffrey W. Congdon serves as the trustee of, is a member of Congdon Family, LLC.

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- (4) Susan C. Terry disclaims beneficial ownership of the reported securities. The Susan C. Terry Revocable Trust, which Susan C. Terry serves as the trustee of, is a member of Congdon Family, LLC.

- (5) These securities are beneficially owned by Susan C. Terry, 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 identified in a Schedule 13D filed with the Securities and Exchange Commission on September 10, 2012.

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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