

CONGDON DAVID S

Form 4

August 17, 2017

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 DAVID S

(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)
08/15/2017

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)

Vice Chairman and CEO

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

08/15/2017

S

575

D

\$
97.83
(1)

294,238

I

As trustee of
Audrey L.
Congdon
Irrevocable
Trust No. 2
dated
5/28/04

Common
Stock

9,516

D

92,716 (5)

I

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Common Stock				As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	92,715	⁽⁵⁾	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	92,716	⁽⁵⁾	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock	89,384		I	By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12
Common Stock	640,041	⁽⁶⁾	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	299,251		I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock	316,405		I	As co-trustee of

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Common Stock	645,976	I	the 1998 Earl E. Congdon Family Trust As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock	318,357	I	As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011
Common Stock	82,271	I	As trustee of David S. Congdon Grantor Retained Annuity Trust 2015
Common Stock	265,000	I	As trustee of David S. Congdon Grantor Retained Annuity Trust 2016
Common Stock	55,947	I	By 401(k) plan
Common Stock	209,926 ⁽²⁾	I	By wife as Trustee of the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell
Common Stock	209,925 ⁽²⁾	I	By wife as Trustee of

				the David Congdon Irrevocable Trust #1 FBO Kathryn Harrell
				By wife as Trustee of the David Congdon Irrevocable Trust #1 FBO Ashlyn Congdon
Common Stock	209,925 <u>(2)</u>	I		
				As Trustee of the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell
Common Stock	192,891 <u>(3)</u>	I		
				As Trustee of the Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby
Common Stock	192,890 <u>(3)</u>	I		
				By wife as trustee of David S. Congdon Irrevocable Trust No. 1 dated 12/1/92
Common Stock	0 <u>(2)</u>	I		
				As trustee of Audrey L. Congdon Irrevocable Trust No. 1 dated 12/1/92
Common Stock	0 <u>(3)</u>	I		
Common	0 <u>(4)</u>	I		By wife as

Stock

trustee of
Seay Family
Trust dated
11/21/2012

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)

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 Beneficially Owned Following Report 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 DAVID S C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X		Vice Chairman and CEO	

Signatures

/s/ David S.
Congdon

08/17/2017

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)

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The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.81 to \$97.84, 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.

- Reflects exempt transfer of: (i) 209,926 shares to the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell on February 27, 2017;
- (2) (ii) 209,925 shares to the David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell on February 27, 2017; and (iii) 209,925 shares to the David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon on February 27, 2017.
- (3) Reflects exempt transfer of: (i) 192,891 shares to the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell on February 27, 2017; and (ii) 192,890 shares to the Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby on February 27, 2017.
- (4) Reflects exempt transfer of: (i) 9,708 shares to James L. Seay, Jr. on February 16, 2017; (ii) 9,708 shares to R. Andrew Seay on February 16, 2017; and (iii) 9,709 shares to Thomas M. Seay on February 16, 2017.
- (5) Reflects receipt of gifts in an aggregate amount of 306 shares on February 23, 2017.
- (6) Reflects gifts made of: (i) 2,400 shares on February 15, 2017; (ii) 600 shares on February 16, 2017; and (iii) 426 shares on May 22, 2017. Also reflects receipt of a gift of 306 shares on February 23, 2017.

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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