

CONGDON JOHN R
Form 4
February 12, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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)
04/30/2012

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 or Disposed of (A) or (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 | (D) | Price | | | |
| Common Stock | 04/30/2012 | | G | V | 311,532 | D | \$ 0 | 0 ⁽¹⁾ | I | As trustee of the John R. Congdon 2010 GRAT |
| Common Stock | 05/18/2012 | | G | V | 3,344 | D | \$ 0 | 1,993,046 ⁽¹⁾ | I | As trustee of John R. Congdon Revocable Trust |

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| | | | | | | | | | | |
|--------------|------------|--|---|---|-----|---|------|--|---|---|
| Common Stock | 05/30/2012 | | G | V | 873 | D | \$ 0 | 644,733 ⁽²⁾ <u>(3) (4)</u> | I | As trustee of John R. Congdon Revocable Trust |
| Common Stock | | | | | | | | 675,000 ⁽²⁾ <u>(4)</u> | I | As trustee of the John R. Congdon 2012 GRAT No. 1 |
| Common Stock | | | | | | | | 1,668,526 ⁽³⁾ <u>(4)</u> | I | By Congdon Family, LLC ⁽⁵⁾ |

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.

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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|--|--|--|--|--|------------------|-----------------|-------|----------------------------|
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| CONGDON JOHN R C/O OLD DOMINION FREIGHT LINE, INC. | X | X | Vice Chairman of the Board | Member of Section 13(d) group |

500 OLD DOMINION WAY
THOMASVILLE, NC 27360

Signatures

/s/ John R.

02/12/2013

Congdon

 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 256,136 shares from the John R. Congdon 2010 GRAT to the John R. Congdon Revocable Trust on April 30, 2012.
- (2) Reflects a transfer of 450,000 shares from the John R. Congdon Revocable Trust to the John R. Congdon 2012 GRAT No. 1 on August 20, 2012.
- (3) Reflects a transfer of 1,112,351 shares (1,668,526 shares after the September 10, 2012 stock split) from the John R. Congdon Revocable Trust to Congdon Family, LLC on August 30, 2012.
- (4) Adjusted to reflect a three-for-two stock split on September 10, 2012.
- (5) The John R. Congdon Revocable Trust, which John R. Congdon serves as the trustee of, is a member of Congdon Family, LLC. John R. Congdon serves as a manager of Congdon Family, LLC.

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.