

CONGDON JEFFREY W

Form 4

October 19, 2010

**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 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)

7511 WHITEPINE ROAD

(Street)

RICHMOND, VA 23237

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/15/2010

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

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

Member of Section 13(d) group

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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                    | 10/15/2010                           |  | S <sup>(1)</sup>               |   | 5,205  | D          | \$<br>26.0081<br><u>(12)</u>  | 875,981 <sup>(2)</sup>                                   | I   | As trustee of Jeffrey W. Congdon Revocable Trust |
| Common Stock                    | 10/15/2010                           |  | S <sup>(1)</sup>               |   | 7,051  | D          | \$<br>26.0081<br><u>(12)</u>  | 750,567 <sup>(3)</sup>                                   | I   | As trustee of Susan C. Terry Revocable Trust     |
|                                 | 10/15/2010                           |  | S <sup>(1)</sup>               |   | 3,713  | D          |   | 319,977 <sup>(4)</sup>                                   | D   |  |

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|              |            |                  |       |   |                              |                         |   |   |
|--------------|------------|------------------|-------|---|------------------------------|-------------------------|---|---|
| Common Stock |            |                  |       |   | \$<br>26.0081<br><u>(12)</u> |                         |   |   |
| Common Stock | 10/15/2010 | S <sup>(1)</sup> | 3,713 | D | \$<br>26.0081<br><u>(12)</u> | 320,229 <sup>(5)</sup>  | D |   |
| Common Stock | 10/15/2010 | S <sup>(1)</sup> | 3,810 | D | \$<br>26.0081<br><u>(12)</u> | 292,595 <sup>(6)</sup>  | D |   |
| Common Stock | 10/15/2010 | S <sup>(1)</sup> | 3,864 | D | \$<br>26.0081<br><u>(12)</u> | 296,464 <sup>(7)</sup>  | D |   |
| Common Stock | 10/15/2010 | S <sup>(1)</sup> | 3,864 | D | \$<br>26.0081<br><u>(12)</u> | 296,462 <sup>(8)</sup>  | D |   |
| Common Stock | 10/15/2010 | S <sup>(1)</sup> | 2,790 | D | \$<br>26.0081<br><u>(12)</u> | 316,374 <sup>(9)</sup>  | D |   |
| Common Stock | 10/15/2010 | S <sup>(1)</sup> | 2,039 | D | \$<br>26.0081<br><u>(12)</u> | 312,845 <sup>(10)</sup> | D |   |
| Common Stock | 10/15/2010 | S <sup>(1)</sup> | 966   | D | \$<br>26.0081<br><u>(12)</u> | 316,122 <sup>(11)</sup> | D |   |
| Common Stock |            |                  |       |   |                              | 75,000 <sup>(2)</sup>   | I | As trustee of the Jeffrey W. Congdon 2009 GRAT    |
| Common Stock |            |                  |       |   |                              | 37,500 <sup>(2)</sup>   | I | As trustee of the Jeffrey W. Congdon 2010 GRAT #1 |
| Common Stock |            |                  |       |   |                              | 37,500 <sup>(2)</sup>   | I | As trustee of the Jeffrey W. Congdon 2010 GRAT #2 |
| Common Stock | 10/18/2010 | S <sup>(1)</sup> | 3     | D | \$ 26                        | 875,978 <sup>(2)</sup>  | I | As trustee of Jeffrey W.                          |

Congdon  
Revocable  
TrustAs trustee  
of Susan C.  
Terry  
Revocable  
Trust

|                 |            |                  |   |   |       |                         |   |
|-----------------|------------|------------------|---|---|-------|-------------------------|---|
| Common<br>Stock | 10/18/2010 | S <sup>(1)</sup> | 5 | D | \$ 26 | 750,562 <sup>(3)</sup>  | I |
| Common<br>Stock | 10/18/2010 | S <sup>(1)</sup> | 2 | D | \$ 26 | 319,975 <sup>(4)</sup>  | D |
| Common<br>Stock | 10/18/2010 | S <sup>(1)</sup> | 2 | D | \$ 26 | 320,227 <sup>(5)</sup>  | D |
| Common<br>Stock | 10/18/2010 | S <sup>(1)</sup> | 3 | D | \$ 26 | 292,592 <sup>(6)</sup>  | D |
| Common<br>Stock | 10/18/2010 | S <sup>(1)</sup> | 3 | D | \$ 26 | 296,461 <sup>(7)</sup>  | D |
| Common<br>Stock | 10/18/2010 | S <sup>(1)</sup> | 3 | D | \$ 26 | 296,459 <sup>(8)</sup>  | D |
| Common<br>Stock | 10/18/2010 | S <sup>(1)</sup> | 2 | D | \$ 26 | 316,372 <sup>(9)</sup>  | D |
| Common<br>Stock | 10/18/2010 | S <sup>(1)</sup> | 1 | D | \$ 26 | 312,844 <sup>(10)</sup> | D |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                               |
|---|---------------|-----------|---------|-------------------------------|
|   | Director      | 10% Owner | Officer | Other                         |
| CONGDON JEFFREY W<br>7511 WHITEPINE ROAD<br>RICHMOND, VA 23237  |               | X         |         | Member of Section 13(d) group |
| TERRY SUSAN C<br>7511 WHITEPINE ROAD<br>RICHMOND, VA 23237  |               | X         |         | Member of Section 13(d) group |
| John R. Congdon Trust for Peter Whitefield Congdon<br>7511 WHITEPINE ROAD<br>RICHMOND, VA 23237         |               | X         |         | Member of Section 13(d) group |
| John R. Congdon Trust for Michael Davis Congdon<br>7511 WHITEPINE ROAD<br>RICHMOND, VA 23237            |               | X         |         | Member of Section 13(d) group |
| John R Congdon Trust for Jeffrey Whitefield Congdon,<br>Jr<br>7511 WHITEPINE ROAD<br>RICHMOND, VA 23237 |               | X         |         | Member of Section 13(d) group |
| John R Congdon Trust for Mark Ross Congdon<br>7511 WHITEPINE ROAD<br>RICHMOND, VA 23237                 |               | X         |         | Member of Section 13(d) group |
| John R Congdon Trust for Mary Evelyn Congdon<br>7511 WHITEPINE ROAD<br>RICHMOND, VA 23237               |               | X         |         | Member of Section 13(d) group |
| John R. Congdon Trust for Kathryn Lawson Terry<br>7511 WHITEPINE ROAD<br>RICHMOND, VA 23237             |               | X         |         | Member of Section 13(d) group |
| John R Congdon Trust for Hunter Andrew Terry<br>7511 WHITEPINE ROAD<br>RICHMOND, VA 23237               |               | X         |         | Member of Section 13(d) group |
| John R. Congdon Trust for Nathaniel Everett Terry<br>7511 WHITEPINE ROAD<br>RICHMOND, VA 23237          |               | X         |         | Member of Section 13(d) group |

## Signatures

/s/ Joel B. McCarty, Jr., by Power of Attorney 10/19/2010

\_\_Signature of Reporting Person

Date

/s/ Joel B. McCarty, Jr., by Power of Attorney 10/19/2010

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\_\_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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2010.

(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 9, 2010.

(3) 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 9, 2010.

(4) These securities are beneficially owned by the John R. Congdon Trust for Jeffrey Whitefield Congdon, Jr., which 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 9, 2010.

(5) These securities are beneficially owned by the John R. Congdon Trust for Mark Ross Congdon, which 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 9, 2010.

(6) These securities are beneficially owned by the John R. Congdon Trust for Peter Whitefield Congdon, which 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 9, 2010.

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- (7) These securities are beneficially owned by the John R. Congdon Trust for Michael Davis Congdon, which 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 9, 2010.
- (8) These securities are beneficially owned by the John R. Congdon Trust for Mary Evelyn Congdon, which 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 9, 2010.
- (9) These securities are beneficially owned by the John R. Congdon Trust for Kathryn Lawson Terry, which 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 9, 2010.
- (10) These securities are beneficially owned by the John R. Congdon Trust for Nathaniel Everett Terry, which 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 9, 2010.
- (11) These securities are beneficially owned by the John R. Congdon Trust for Hunter Andrew Terry, which 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 9, 2010.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.17, 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.

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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