

CONGDON DAVID S  
Form 4  
February 28, 2013

**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  
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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  
FREIGHT 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)  
02/18/2013

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)  
President 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)
				(A) or (D)			
			Code	V	Amount		Price
Common Stock	02/18/2013		G	V	57,445	D	\$ 0
					850,553	I	
							By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	02/18/2013		G	V	57,445	A	\$ 0
					88,375	I	
							By wife as trustee of Helen S. Congdon Revocable

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Common Stock	02/27/2013	S	3,600	D	\$ 35.6253	55,775	I	Trust Inter Vivos Trust dated 4/24/12  By wife as trustee of Seay Family Trust dated 11/21/2012
Common Stock						90,510	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock						90,509	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock						90,510	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock						629,776	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 1 dated 12/1/92
Common Stock						156,671	I	By wife as trustee of

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				David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock		48,862	I	By 401(k) plan
Common Stock		327,582	I	As trustee of David S. Congdon Grantor Retained Annuity Trust 2012
Common Stock		645,976	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock		316,405	I	As co-trustee of the 1998 Earl E. Congdon Family Trust
Common Stock		318,357	I	As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011
Common Stock		385,781	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 1 dated 12/1/92
		165,100	I	

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

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. 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 FREIGHT WAY  
THOMASVILLE, NC 27360

X

President and CEO

## Signatures

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

02/28/2013

\*\*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).

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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