

CONGDON DAVID S  
Form 4  
November 02, 2010

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

OMB APPROVAL  
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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 DAVID S

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)  
10/29/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO / Member of Section 13(d) group

C/O OLD DOMINION FREIGHT LINE, INC, 500 OLD DOMINION FREIGHT 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 (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)
Common Stock	10/29/2010		S <sup>(1)</sup>	6,218 D	\$ 28.0069 (2) 678,429	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	10/29/2010		S <sup>(1)</sup>	520 D	\$ 28.0069 (2) 58,622	I	By wife
Common Stock	10/29/2010		S <sup>(1)</sup>	172 D	\$ 28.0069 45,375	I	As trustee of Audrey

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								(2)
								L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	10/29/2010	S(1)	3,316	D	\$ 28.0069	121,796	I	As custodian for minor child of Mr. Congdon
					(2)			
Common Stock						418,551	I	By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92
Common Stock						37,050	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock						31,175	D	
Common Stock						32,571	I	By 401(k) plan
Common Stock						430,651	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock						150,000	I	As trustee of David S. Congdon February 2010 Grantor Retained Annuity Trust
						58,198	I	

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Common Stock									As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock						58,198	I		As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock						58,198	I		As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	11/01/2010	<u>S<sup>(1)</sup></u>	282	D	<u>\$ 28.114<sup>(3)</sup></u>	678,147	I		By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/01/2010	<u>S<sup>(1)</sup></u>	25	D	<u>\$ 28.114<sup>(3)</sup></u>	58,597	I		By wife
Common Stock	11/01/2010	<u>S<sup>(1)</sup></u>	150	D	<u>\$ 28.114<sup>(3)</sup></u>	121,646	I		As custodian for minor child of Mr. Congdon
Common Stock	11/01/2010	<u>S<sup>(1)</sup></u>	8	D	<u>\$ 28.114<sup>(3)</sup></u>	45,367	I		As trustee of Audrey Lee Congdon Irrevocable Trust No. 2 dated 5/28/04



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- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.16, 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.

### **Remarks:**

The reporting person may be deemed to be a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other

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