

CONGDON JEFFREY W
Form 4
February 12, 2013

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 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)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2012

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Member of Section 13(d) group

RICHMOND, VA 23237

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

(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)			
			Code	V	Amount	(D)	Price			
Common Stock	12/28/2012		G	V	197,992	D	\$ 0	137,688	I	By Congdon Family, LLC ⁽²⁾
Common Stock	12/28/2012		G	V	197,992	D	\$ 0	137,688 ⁽³⁾	I	By Congdon Family, LLC ⁽⁴⁾
Common Stock								863,189 ⁽¹⁾	I	As trustee of Susan C. Terry Revocable

Common Stock	819,063 ⁽³⁾ <u>(5) (6)</u>	I	Trust As trustee of Jeffrey W. Congdon Revocable Trust
Common Stock	83,084 ⁽³⁾ ⁽⁶⁾	I	As trustee of Jeffrey W. Congdon 2009 GRAT
Common Stock	46,231 ⁽³⁾	I	As trustee of Jeffrey W. Congdon 2010 GRAT #2
Common Stock	101,181 ⁽³⁾ <u>(5)</u>	I	As trustee of Jeffrey W. Congdon 2011 GRAT #1
Common Stock	112,500 ⁽³⁾	I	As trustee of Jeffrey W. Congdon 2012 GRAT #1
Common Stock	112,500 ⁽³⁾	I	As trustee of Jeffrey W. Congdon 2012 GRAT #2

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.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONGDON JEFFREY W 7511 WHITEPINE ROAD RICHMOND, VA 23237		X		Member of Section 13(d) group
TERRY SUSAN C 7511 WHITEPINE ROAD RICHMOND, VA 23237		X		Member of Section 13(d) group

Signatures

/s/ John R. Congdon, Jr., by Power of Attorney
 **Signature of Reporting Person
 Date: 02/12/2013

/s/ John R. Congdon, Jr., by Power of Attorney
 **Signature of Reporting Person
 Date: 02/12/2013

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) 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 10, 2012.
- (2) The Susan C. Terry Revocable Trust, which Susan C. Terry serves as the trustee of, is a member of Congdon Family, LLC. Susan C. Terry disclaims beneficial ownership of the reported securities. On December 28, 2012, the Susan C. Terry Revocable Trust transferred part of its membership interest in Congdon Family, LLC to various other trusts in which Susan C. Terry has no pecuniary interest.
- (3) 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 10, 2012.
- (4) The Jeffrey W. Congdon Revocable Trust, which Jeffrey W. Congdon serves as the trustee of, is a member of Congdon Family, LLC. Jeffrey W. Congdon serves as a manager of Congdon Family, LLC. On December 28, 2012, the Jeffrey W. Congdon Revocable Trust

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transferred part of its membership interest in Congdon Family, LLC to various other trusts in which Jeffrey W. Congdon has no pecuniary interest.

- (5) Reflects a transfer of 48,819 shares from the Jeffrey W. Congdon 2011 GRAT #1 to the Jeffrey W. Congdon Revocable Trust on September 13, 2012.
- (6) Reflects a transfer of 8,743 shares from the Jeffrey W. Congdon 2009 GRAT to the Jeffrey W. Congdon Revocable Trust on November 26, 2012.

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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