

CONGDON EARL E
Form SC 13G/A
February 11, 2009

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G/A

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant
to Rules 13d-1(b), (c) and (d) and Amendments Thereto Filed

Pursuant to Rule 13d-2(b)

(Amendment No. 17)*

OLD DOMINION FREIGHT LINE, INC.

(Name of Issuer)

Common Stock (par value \$0.10 per share)

(Title of Class of Securities)

679580100

(CUSIP Number)

Edgar Filing: CONGDON EARL E - Form SC 13G/A

December 31, 2008

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Earl E. Congdon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF

SHARES

1,472,001 (See Item 4)

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

140,625 (See Item 4)

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH:

140,625 (See Item 4)

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,612,626

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.3%

12. TYPE OF REPORTING PERSON

IN (See Item 4)

Page 2 of 13 pages

CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Earl E. Congdon Revocable Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

5. SOLE VOTING POWER

NUMBER OF

SHARES

1,099,694 (See Item 4)

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

-0- (See Item 4)

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH:

1,099,694 (See Item 4)

8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,099,694

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

Page 3 of 13 pages

CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1998 Earl E. Congdon Family Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

5. SOLE VOTING POWER

NUMBER OF

SHARES

-0- (See Item 4)

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

140,625 (See Item 4)

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH:

-0- (See Item 4)

8. SHARED DISPOSITIVE POWER

140,625 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

140,625

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.4%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

Page 4 of 13 pages

CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Earl E. Congdon Grantor Retained Annuity Trust 2005

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

5. SOLE VOTING POWER

NUMBER OF

SHARES

350,589 (See Item 4)

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

-0- (See Item 4)

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH:

350,589 (See Item 4)

8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

350,589

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.9%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

Page 5 of 13 pages

CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John R. Congdon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF

SHARES

1,942,990 (See Item 4)

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

140,625 (See Item 4)

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH:

1,942,990 (See Item 4)

8. SHARED DISPOSITIVE POWER

140,625 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,083,615

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.6%

12. TYPE OF REPORTING PERSON

IN (See Item 4)

Page 6 of 13 pages

CUSIP No. 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John R. Congdon Revocable Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

5. SOLE VOTING POWER

NUMBER OF

SHARES

1,942,990 (See Item 4)

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

-0- (See Item 4)

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH:

1,942,990 (See Item 4)

8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,942,990

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.2%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

Page 7 of 13 pages

CUSIP No. 679580100

- Item 1. (a) Name of Issuer:
Old Dominion Freight Line, Inc.
- (b) Address of Issuer's Principal Executive Offices:
500 Old Dominion Way
Thomasville, NC 27360
- Item 2. (a) Names of Persons Filing:
(i) Earl E. Congdon
(ii) Earl E. Congdon Revocable Trust
(iii) 1998 Earl E. Congdon Family Trust
(iv) Earl E. Congdon Grantor Retained Annuity Trust 2005
(v) John R. Congdon
(vi) John R. Congdon Revocable Trust
- (b) Address of Principal Business Office or, if None, Residence:
As to (i), (ii) and (iv): 20 Harborage Isle
Fort Lauderdale, FL 33316
As to (iii), (v) and (vi): 7511 Whitepine Road
Richmond, VA 23237
- (c) Citizenship:
(i) and (v) USA
(ii) and (iv) Florida
(iii) and (vi) Virginia
- (d) Title of Class of Securities:
Common Stock (\$0.10 par value)
- (e) CUSIP Number:
679580100

Item 3. If this Statement Is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not Applicable. This is a joint filing by the persons identified in Item 2, above, pursuant to Rules 13d-1(d) and Rule 13d-1(k), but is not a group filing.

Item 4. Ownership.

CUSIP No. 679580100

The securities reported herein are beneficially owned by Earl E. Congdon, the Earl E. Congdon Revocable Trust, the 1998 Earl E. Congdon Family Trust, the Earl E. Congdon Grantor Retained Annuity Trust 2005, John R. Congdon and the John R. Congdon Revocable Trust. The total securities reported is 3,555,616 shares of the Issuer's Common Stock, which constitutes 9.5% of such shares as of December 31, 2008.

As of December 31, 2008, Earl E. Congdon has sole voting and dispositive power with respect to 21,718 shares (0.1%) held by Earl E. Congdon in his 401(k) plan, 1,099,694 shares (3.0%) held by the Earl E. Congdon Revocable Trust and 350,589 shares (0.9%) held by the Earl E. Congdon Grantor Retained Annuity Trust - 2005. He shares voting and dispositive power with respect to 140,625 shares (0.4%) owned by the 1998 Earl E. Congdon Family Trust. As of December 31, 2008, Earl E. Congdon's wife beneficially owns directly and indirectly an additional 347,625 shares (0.9%) of the Issuer's Common Stock, and the Earl E. Congdon 2003 GRAT Remainder Trust beneficially owns directly an additional 287,101 shares (0.8%) of the Issuer's Common Stock, not included in this Schedule 13G/A, with respect to all of which shares Earl E. Congdon disclaims beneficial ownership.

As of December 31, 2008, Earl E. Congdon as trustee and grantor of the Earl E. Congdon Revocable Trust has sole voting and dispositive power with respect to 1,099,694 shares (3.0%) of the Issuer's Common Stock held by the Earl E. Congdon Revocable Trust.

As of December 31, 2008, the 1998 Earl E. Congdon Family Trust has sole voting and dispositive power with respect to 140,625 shares (0.4%) of the Issuer's Common Stock. Because John R. Congdon is the trustee, ownership is reported as shared.

As of December 31, 2008, Earl E. Congdon as trustee and grantor of the Earl E. Congdon Grantor Retained Annuity Trust 2005 has sole voting and dispositive power with respect to 350,589 shares (0.9%) of the Issuer's Common Stock held by the Earl E. Congdon Grantor Retained Annuity Trust 2005.

As of December 31, 2008, John R. Congdon has sole voting and dispositive power with respect to 1,942,990 shares (5.2%) of the Issuer's Common Stock, all of which shares are held by the John R. Congdon Revocable Trust. He shares voting and dispositive power with respect to the 140,625 shares (0.4%) owned by the 1998 Earl E. Congdon Family Trust, totaling 2,083,615 shares (5.6%) of the Issuer's Common Stock. As of December 31, 2008, John R. Congdon's wife beneficially owns indirectly an additional 12,032 shares (0.03%) of the Issuer's Common Stock not included in this Schedule 13G/A, with respect to all of which shares John R. Congdon disclaims beneficial ownership.

As of December 31, 2008, John R. Congdon as trustee and grantor of the John R. Congdon Revocable Trust has sole voting and dispositive power with respect to 1,942,990 shares (5.2%) of the Issuer's Common Stock held by the John R. Congdon Revocable Trust.

(a) Amount beneficially owned:

(i) 1,612,626

- (ii) 1,099,694
- (iii) 140,625
- (iv) 350,589
- (v) 2,083,615

CUSIP No. 679580100

(vi) 1,942,990

(b) Percent of class:

(i) 4.3%

(ii) 3.0%

(iii) 0.4%

(iv) 0.9%

(v) 5.6%

(vi) 5.2%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

(i) 1,472,001

(ii) 1,099,694

(iii) -0-

(iv) 350,589

(v) 1,942,990

(vi) 1,942,990

(ii) Shared power to vote or to direct the vote

(i) 140,625

(ii) -0-

(iii) 140,625

(iv) -0-

(v) 140,625

(vi) -0-

(iii) Sole power to dispose or to direct the disposition of

(i) 1,472,001

(ii) 1,099,694

(iii) -0-

(iv) 350,589

(v) 1,942,990

(vi) 1,942,990

(iv) Shared power to dispose or to direct the disposition of

(i) 140,625

(ii) -0-

(iii) 140,625

(iv) -0-

(v) 140,625

(vi) -0-

Item 5. Ownership of Five Percent or Less of a Class.

Page 10 of 13 pages

CUSIP No. 679580100

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

Not Applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

See information in Item 4, above.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

See Item 3 and Item 4, above.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

Not Applicable.

This report shall not be construed as an admission by the persons filing the report that they are the beneficial owner of any securities covered by this report.

CUSIP No. 679580100

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

February 4, 2009

JOHN R. CONGDON REVOCABLE TRUST

EARL E. CONGDON

By: /s/ John R. Congdon
John R. Congdon, Trustee

/s/ Earl E. Congdon
Earl E. Congdon

1998 EARL E. CONGDON FAMILY TRUST

JOHN R. CONGDON

By: /s/ John R. Congdon
John R. Congdon, Trustee

/s/ John R. Congdon
John R. Congdon

EARL E. CONGDON GRANTOR RETAINED ANNUITY TRUST - 2005

EARL E. CONGDON REVOCABLE TRUST

By: /s/ Earl E. Congdon
Earl E. Congdon, Trustee

By: /s/ Earl E. Congdon
Earl E Congdon, Trustee

CUSIP No. 679580100

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees to the joint filing with each other of the attached statement on Schedule 13G/A and to all amendments to such statement and that such statement and all amendments to such statement is made on behalf of each of them.

IN WITNESS WHEREOF, the undersigned hereby execute this agreement on February 4, 2009.

JOHN R. CONGDON REVOCABLE TRUST

EARL E. CONGDON

By: /s/ John R. Congdon
John R. Congdon, Trustee

/s/ Earl E. Congdon
Earl E. Congdon

1998 EARL E. CONGDON FAMILY TRUST

JOHN R. CONGDON

By: /s/ John R. Congdon
John R. Congdon, Trustee

/s/ John R. Congdon
John R. Congdon

EARL E. CONGDON GRANTOR RETAINED ANNUITY TRUST - 2005

EARL E. CONGDON REVOCABLE TRUST

By: /s/ Earl E. Congdon
Earl E. Congdon, Trustee

By: /s/ Earl E. Congdon
Earl E. Congdon, Trustee