#### CONGDON JOHN R

Form 4

September 15, 2010

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

2 Instruction 30(h) of the Investment Company Act

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CONGDON JOHN R Issuer Symbol **OLD DOMINION FREIGHT LINE** (Check all applicable) INC/VA [ODFL] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director \_X\_\_ 10% Owner \_X\_\_ Officer (give title \_\_X\_\_ Other (specify (Month/Day/Year) below) below) C/O OLD DOMINION FREIGHT 09/13/2010 Vice Chairman of the Board / Member of LINE, INC., 500 OLD DOMINION Section 13(d) group WAY

4. If Amendment, Date Original6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year)Applicable Line)

Applicable Line)
\_\_\_\_ Form filed by One Reporting Person
\_X\_ Form filed by More than One Reporting
Person

THOMASVILLE, NC 27360

(Street)

| (City)                               | (State)                              | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |   |         |                      |  |  |   |
|--------------------------------------|--------------------------------------|--|--|---|---------|----------------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                      | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securit<br>coor Dispos<br>(Instr. 3, 4 | ed of ( | ` '                  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 09/13/2010                           |  | S <u>(1)</u>                           | 27,780                                    | D       | \$<br>25.4195        | 1,821,391<br>(2) (3)   | I  | As trustee<br>of John R.<br>Congdon<br>Revocable<br>Trust         |
| Common<br>Stock                      | 09/13/2010                           |  | S <u>(1)</u>                           | 3,026                                     | D       | \$<br>25.4195<br>(5) | 5,741 (2) (3)  | I  | As trustee of Natalie N. Congdon                                  |

Revocable

### Edgar Filing: CONGDON JOHN R - Form 4

|                 |            |              |        |   |                      |                    |   | Trust  |
|-----------------|------------|--------------|--------|---|----------------------|--------------------|---|--|
| Common<br>Stock |            |              |        |   |                      | 108,750 (2)<br>(3) | I | As trustee<br>of John R.<br>Congdon<br>2009<br>GRAT            |
| Common<br>Stock |            |              |        |   |                      | 210,937 (2)<br>(3) | I | As trustee<br>of 1998<br>Earl E.<br>Congdon<br>Family<br>Trust |
| Common<br>Stock |            |              |        |   |                      | 820,569 (2)<br>(3) | I | As trustee<br>of the John<br>R.<br>Congdon<br>2010<br>GRAT     |
| Common<br>Stock | 09/13/2010 | S <u>(1)</u> | 3,026  | D | \$<br>25.4195<br>(5) | 5,741 <u>(4)</u>   | D |  |
| Common<br>Stock | 09/14/2010 | S <u>(1)</u> | 19,878 | D | \$<br>25.4546<br>(6) | 1,801,513<br>(3)   | I | As trustee<br>of John R.<br>Congdon<br>Revocable<br>Trust      |
| Common<br>Stock | 09/14/2010 | S(1)         | 2,166  | D | \$<br>25.4546<br>(6) | 3,575 <u>(3)</u>   | I | As trustee of Natalie N. Congdon Revocable Trust               |
| Common<br>Stock | 09/14/2010 | S(1)         | 2,166  | D | \$<br>25.4546<br>(6) | 3,575 <u>(4)</u>   | 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 | 2.         | 3. Transaction Date | 3A. Deemed         | 4. 5.             | 6. Date Exercisable and | 7. Title and | 8. Price of | 9. Nu |
|-------------|------------|---------------------|--------------------|-------------------|-------------------------|--------------|-------------|-------|
| Derivative  | Conversion | (Month/Day/Year)    | Execution Date, if | TransactionNumber | Expiration Date         | Amount of    | Derivative  | Deriv |

### Edgar Filing: CONGDON JOHN R - Form 4

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8 | Securitie<br>Acquired<br>(A) or | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, |                    | Underlying<br>Securities<br>(Instr. 3 and 4) | Security<br>(Instr. 5) |
|---------------------|--|-------------------------|-------------------|---------------------------------|--|--------------------|--|------------------------|
|                     |  |                         | Code              | V (A) (D)                       | Date<br>Exercisable  | Expiration<br>Date | Title Amount or Number of Shares             |                        |

## **Reporting Owners**

|   | Relationships |              |                            |                               |  |  |  |
|---|---------------|--------------|----------------------------|-------------------------------|--|--|--|
| Reporting Owner Name / Address  |               | 10%<br>Owner | Officer                    | Other                         |  |  |  |
| CONGDON JOHN R<br>C/O OLD DOMINION FREIGHT LINE,<br>INC.<br>500 OLD DOMINION WAY<br>THOMASVILLE, NC 27360 | X             | X            | Vice Chairman of the Board | Member of Section 13(d) group |  |  |  |
| Natalie N Congdon Revocable Trust<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  |               | 09/15/2010   | 0                          |                               |  |  |  |
| **Signature of Reporting Person   |               | Date         |                            |                               |  |  |  |
| /s/ Joel B. McCarty, Jr., by Power of Attorney  |               | 09/15/2010   | 0                          |                               |  |  |  |

## **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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.

Date

- (2) Adjusted to reflect a three-for-two stock split on August 24, 2010.
- These securities are beneficially owned by John R. Congdon, who may be deemed a member of a "group" for purposes of Section 13(d) (3) of the Exchange Act. The other members of the Section 13(d) group are indentified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.
- These securities are beneficially owned by the Natalie N. Congdon Revocable Trust, 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 indentified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.

Reporting Owners 3

### Edgar Filing: CONGDON JOHN R - Form 4

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.33 to \$25.47, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.33 to \$25.75, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.