

OLD DOMINION FREIGHT LINE INC/VA  
 Form 4  
 February 12, 2014

**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)  
 08/30/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Officer (give title below) \_\_\_\_\_ 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  
 \_X\_ 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                    | 08/30/2013                           |  | G                              | V   | 61,186  | D  | \$ 0  | 0 <u>(1)</u> <u>(5)</u>   | I | As trustee of Jeffrey W. Congdon 2011 GRAT #1    |
| Common Stock                    | 11/20/2013                           |  | G                              | V   | 1,130   | D  | \$ 0  | 815,331 <u>(1)</u><br><u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u><br><u>(10)</u> <u>(11)</u> | I | As trustee of Jeffrey W. Congdon Revocable Trust |
| Common Stock                    | 11/20/2013                           |  | G                              | V   | 2,264   | D  | \$ 0  | 860,924 <u>(2)</u>  | I | As trustee of Susan C.                           |

|              |            |   |   |         |   |      |                                      |   |  |
|--------------|------------|---|---|---------|---|------|--------------------------------------|---|--|
| Common Stock | 11/20/2013 | G | V | 858,078 | A | \$ 0 | 858,078 <sup>(2)</sup><br><u>(1)</u> | I | Terry Revocable Trust<br>As co-trustees of John R. Congdon Irrevocable Trust |
| Common Stock |            |   |   |         |   |      | 1,806,214                            | I | By Congdon Family, LLC <sup>(3)</sup>  |
| Common Stock |            |   |   |         |   |      | 1,806,214 <sup>(1)</sup>             | I | By Congdon Family, LLC <sup>(4)</sup>  |
| Common Stock |            |   |   |         |   |      | 76,088 <sup>(1)</sup><br><u>(11)</u> | I | As trustee of Jeffrey W. Congdon 2009 GRAT                                   |
| Common Stock |            |   |   |         |   |      | 42,083 <sup>(1)</sup> <sup>(6)</sup> | I | As trustee of Jeffrey W. Congdon 2010 GRAT #2                                |
| Common Stock |            |   |   |         |   |      | 76,943 <sup>(1)</sup> <sup>(7)</sup> | I | As trustee of Jeffrey W. Congdon 2012 GRAT #1                                |
| Common Stock |            |   |   |         |   |      | 101,798 <sup>(1)</sup><br><u>(8)</u> | I | As trustee of Jeffrey W. Congdon 2012 GRAT #2                                |
| Common Stock |            |   |   |         |   |      | 50,000 <sup>(1)</sup> <sup>(9)</sup> | I | As trustee of Jeffrey W. Congdon 2013 GRAT #1                                |
| Common Stock |            |   |   |         |   |      | 50,000 <sup>(1)</sup><br><u>(10)</u> | I | As trustee of Jeffrey W. Congdon 2013 GRAT #2                                |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

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

## Signatures

|  |            |
|--|------------|
| /s/ John R. Congdon, Jr., by Power of Attorney | 02/12/2014 |
| **Signature of Reporting Person                | Date       |
| /s/ John R. Congdon, Jr., by Power of Attorney | 02/12/2014 |
| **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).
- (1) 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.

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- (2) 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.
- (3) Susan C. Terry disclaims beneficial ownership of the reported securities. The Susan C. Terry Revocable Trust, which Susan C. Terry serves as the trustee of, is a member of Congdon Family, LLC. Following the death of John R. Congdon, on November 20, 2013 Susan C. Terry became a co-trustee of The John R. Congdon Irrevocable Trust, which also is a member of Congdon Family, LLC. The reported amount includes The John R. Congdon Irrevocable Trust's membership interest in Congdon Family, LLC.
- (4) Jeffrey W. Congdon serves as a manager of Congdon Family, LLC. The Jeffrey W. Congdon Revocable Trust, which Jeffrey W. Congdon serves as the trustee of, is a member of Congdon Family, LLC. Following the death of John R. Congdon, on November 20, 2013 Jeffrey W. Congdon became a co-trustee of The John R. Congdon Irrevocable Trust, which also is a member of Congdon Family, LLC. The reported amount includes The John R. Congdon Irrevocable Trust's membership interest in Congdon Family, LLC.
- (5) Reflects a transfer of 39,995 shares from the Jeffrey W. Congdon 2011 GRAT #1 to the Jeffrey W. Congdon Revocable Trust on August 30, 2013.
- (6) Reflects a transfer of 4,148 shares from the Jeffrey W. Congdon 2010 GRAT #2 to the Jeffrey W. Congdon Revocable Trust on August 6, 2013.
- (7) Reflects a transfer of 35,557 shares from the Jeffrey W. Congdon 2012 GRAT #1 to the Jeffrey W. Congdon Revocable Trust on August 21, 2013.
- (8) Reflects a transfer of 10,702 shares from the Jeffrey W. Congdon 2012 GRAT #2 to the Jeffrey W. Congdon Revocable Trust on August 21, 2013.
- (9) Reflects a transfer of 50,000 shares from the Jeffrey W. Congdon Revocable Trust to the Jeffrey W. Congdon 2013 GRAT #1 on November 20, 2013.
- (10) Reflects a transfer of 50,000 shares from the Jeffrey W. Congdon Revocable Trust to the Jeffrey W. Congdon 2013 GRAT #2 on November 20, 2013.
- (11) Reflects a transfer of 6,996 shares from the Jeffrey W. Congdon 2009 GRAT to the Jeffrey W. Congdon Revocable Trust on November 25, 2013.

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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