

CONGDON DAVID S
Form 4
September 17, 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)
09/15/2010

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 | 09/15/2010 | | S ⁽¹⁾ | 1,810 D | \$ 25.3404 711,609 | I | By David S. Congdon Revocable Trust dated 12/3/91 |
| Common Stock | 09/15/2010 | | S ⁽¹⁾ | 151 D | \$ 25.3404 62,489 | I | By wife |
| Common Stock | 09/15/2010 | | S ⁽¹⁾ | 50 D | \$ 25.3404 46,663 | I | As trustee of Audrey |

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| | | | | | | | | (2) L. Congdon Irrevocable Trust No. 2 dated 5/28/04 |
|-----------------|------------|------|-----|---|----------------------|---------|---|---|
| Common Stock | 09/15/2010 | S(1) | 966 | D | \$ 25.3404 (2) | 146,529 | I | As custodian for minor child of Mr. Congdon |
| 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 | | | | | | 44,367 | 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 | 09/16/2010 | <u>S⁽¹⁾</u> | 7,364 | D | <u>\$ 25.962⁽³⁾</u> | 704,245 | I | By David S. Congdon Revocable Trust dated 12/3/91 |
| Common Stock | 09/16/2010 | <u>S⁽¹⁾</u> | 2,219 | D | <u>\$ 26.1053⁽⁴⁾</u> | 702,026 | I | By David S. Congdon Revocable Trust dated 12/3/91 |
| Common Stock | 09/16/2010 | <u>S⁽¹⁾</u> | 614 | D | <u>\$ 25.962⁽³⁾</u> | 61,875 | I | By wife |
| Common Stock | 09/16/2010 | <u>S⁽¹⁾</u> | 185 | D | <u>\$ 26.1053⁽⁴⁾</u> | 61,690 | I | By wife |
| Common Stock | 09/16/2010 | <u>S⁽¹⁾</u> | 205 | D | <u>\$ 25.962⁽³⁾</u> | 46,458 | I | As trustee of Audrey L. Congdon Irrevocable Trust No. 2 |

| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------------------|---------|---|---|
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 62 | D | \$ 26.1053 (4) | 46,396 | I | dated 5/28/04 As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04 |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 3,927 | D | \$ 25.962 (3) | 142,602 | I | As custodian for minor child of Mr. Congdon |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 1,183 | D | \$ 26.1053 (4) | 141,419 | I | As custodian for minor child of Mr. Congdon |

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

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(9-02)

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 Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

Officer

Other

10%
Owner

CONGDON DAVID S
C/O OLD DOMINION FREIGHT LINE,
INC
500 OLD DOMINION FREIGHT WAY
THOMASVILLE, NC 27360

X

X

President and
CEO

Member of Section 13(d)
group

Signatures

/s/ Joel B. McCarty, Jr., by Power of
Attorney

09/17/2010

**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) 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.

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 \$25.41, 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.
 - (2) 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 \$26.20, 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.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.20, 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.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.20, 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

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.