

Penley Mark A
Form 4
October 29, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Pigman Karen C

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)
65 BEACH ROAD SOUTH
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2010

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

WILMINGTON, NC 28411

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------------|---|---|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 10/27/2010 | | S ⁽¹⁾ | | 11,699 | D | \$ 28 | 658,261 ⁽²⁾ | I | As trustee of the Karen C. Pigman Revocable Trust |
| Common Stock | 10/27/2010 | | S ⁽¹⁾ | | 2,805 | D | \$ 28 | 127,797 ⁽³⁾ | I | As trustee of the Melissa A. Penley Revocable Trust |
| | 10/27/2010 | | S ⁽¹⁾ | | 2,805 | D | \$ 28 | 127,797 ⁽⁴⁾ | I | |

Edgar Filing: Penley Mark A - Form 4

| | | | | | | | | | |
|--------------|------------|------------------|-------|---|-------|------------------------|---|--|--|
| Common Stock | | | | | | | | | As trustee of the Matthew A. Penley Revocable Trust |
| Common Stock | 10/27/2010 | S ⁽¹⁾ | 2,805 | D | \$ 28 | 127,797 ⁽⁵⁾ | I | | As trustee of the Mark A. Penley Revocable Trust |
| Common Stock | | | | | | 75,798 ⁽²⁾ | I | | By Karen C. Pigman Irrevocable Trust Number One (Audrey L. Congdon, Trustee) |
| Common Stock | | | | | | 58,198 ⁽²⁾ | I | | As trustee of an Irrevocable Trust Agreement dated 12/18/98 fbo Melissa Penley |
| Common Stock | | | | | | 58,198 ⁽²⁾ | I | | As trustee of an Irrevocable Trust Agreement dated 12/18/98 fbo Matthew Penley |
| Common Stock | | | | | | 58,198 ⁽²⁾ | I | | As trustee of an Irrevocable Trust Agreement dated 12/18/98 fbo Mark Penley |

Edgar Filing: Penley Mark A - Form 4

| | | | | | | | | |
|--------------|------------|------------------------|--------|---|----------------------------|------------------------|---|--|
| Common Stock | | | | | | 163,626 ⁽²⁾ | I | By Karen C. Pigman February 2009 Grantor Retained Annuity Trust (Audrey L. Congdon, Trustee) |
| Common Stock | | | | | | 430,651 ⁽²⁾ | I | As co-trustee of the Earl E. Congdon GRAT Remainder Trust |
| Common Stock | 10/28/2010 | <u>S⁽¹⁾</u> | 11,180 | D | \$ 28.009 <u>(6)</u> | 647,081 ⁽²⁾ | I | As trustee of the Karen C. Pigman Revocable Trust |
| Common Stock | 10/28/2010 | <u>S⁽¹⁾</u> | 2,685 | D | \$ 28.009 <u>(6)</u> | 125,112 ⁽³⁾ | I | As trustee of the Melissa A. Penley Revocable Trust |
| Common Stock | 10/28/2010 | <u>S⁽¹⁾</u> | 2,685 | D | \$ 28.009 <u>(6)</u> | 125,112 ⁽⁴⁾ | I | As trustee of the Matthew A. Penley Revocable Trust |
| Common Stock | 10/28/2010 | <u>S⁽¹⁾</u> | 2,685 | D | \$ 28.009 <u>(6)</u> | 125,112 ⁽⁵⁾ | I | As trustee of the Mark A. Penley Revocable Trust |

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)

Edgar Filing: Penley Mark A - Form 4

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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| Pigman Karen C 65 BEACH ROAD SOUTH WILMINGTON, NC 28411 | | X | | Member of Section 13(d) group |
| Penley Melissa A. 65 BEACH ROAD SOUTH WILMINGTON, NC 28411 | | X | | Member of Section 13(d) group |
| Penley Mark A 65 BEACH ROAD SOUTH WILMINGTON, NC 28411 | | X | | Member of Section 13(d) group |
| Penley Matthew A. 3608 ROY MESSER HIGHWAY WHITE PINE, TN 37890 | | X | | Member of Sectin 13(d) group |

Signatures

/s/ Joel B. McCarty, Jr., by Power of Attorney
 **Signature of Reporting Person
 Date
 10/29/2010

/s/ Joel B. McCarty, Jr., by Power of Attorney
 **Signature of Reporting Person
 Date
 10/29/2010

/s/ Joel B. McCarty, Jr., by Power of Attorney
 **Signature of Reporting Person
 Date
 10/29/2010

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

__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.

These securities are beneficially owned by Karen C. Pigman, 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 9, 2010.
- (3) These securities are beneficially owned by Melissa A. Penley, 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 9, 2010.
- (4) These securities are beneficially owned by Matthew A. Penley, 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 9, 2010.
- (5) These securities are beneficially owned by Mark A. Penley, 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 9, 2010.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.015, 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.