

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 JOHN R JR

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)

Director 10% Owner
 Officer (give title below) Other (specify below)

Member of Section 13(d) group

C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY

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

(Street)

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 | 08/30/2013 | | G | V 61,186 D \$ 0 | 0 ⁽¹⁾ ⁽⁹⁾ | I | As trustee of John R. Congdon, Jr. 2011 GRAT #1 |
| Common Stock | 11/20/2013 | | G | V 1,695 D \$ 0 | 851,271 ⁽²⁾ ⁽¹⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽⁵⁾ | I | As trustee of John R. Congdon, Jr. Revocable Trust |

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| | | | | | | | | | |
|--------------|------------|---|---|---------|---|------|------------------------|---|--|
| Common Stock | 11/20/2013 | G | V | 858,078 | A | \$ 0 | 858,078 | I | As co-trustee of John R. Congdon Irrevocable Trust |
| Common Stock | | | | | | | 1,806,214 | I | By Congdon Family, LLC ⁽⁸⁾ |
| Common Stock | | | | | | | 76,088 ⁽⁷⁾ | I | As trustee of the John R. Congdon, Jr. 2009 GRAT |
| Common Stock | | | | | | | 42,083 ⁽²⁾ | I | As trustee of John R. Congdon, Jr. 2010 GRAT #2 |
| Common Stock | | | | | | | 76,943 ⁽³⁾ | I | As trustee of John R. Congdon, Jr. 2012 GRAT #1 |
| Common Stock | | | | | | | 101,798 ⁽⁴⁾ | I | As trustee of John R. Congdon, Jr. 2012 GRAT #2 |
| Common Stock | | | | | | | 50,000 ⁽⁵⁾ | I | As trustee of John R. Congdon, Jr. 2013 GRAT #1 |
| Common Stock | | | | | | | 50,000 ⁽⁶⁾ | I | As trustee of John R. Congdon, Jr. 2013 GRAT #2 |

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)

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John R. Congdon, Jr. serves as a manager of Congdon Family, LLC. The John R. Congdon, Jr. Revocable Trust, which John R. Congdon, Jr. serves as the trustee of, is a member of Congdon Family, LLC. Following the death of John R. Congdon, on November 20, 2013 John R. Congdon, Jr. 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.

(9) Previous filings inadvertently over-reported the number of shares held by the John R. Congdon, Jr. 2011 GRAT #1 by five shares.

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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