

OLD DOMINION FREIGHT LINE INC/VA  
Form 4  
February 12, 2016

**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)  
300 ARBORETUM PLACE, SUITE 600  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/22/2015

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

NORTH  
CHESTERFIELD, VA 23236

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 05/22/2015                           |  | G                              | V 1,197,337 D \$ 0 608,877 <sup>(1)</sup>                         | I   |  | By Congdon Family, LLC <sup>(4)</sup>      |
| Common Stock                    | 05/22/2015                           |  | G                              | V 1,112,350 D \$ 0 693,864  | I   |  | By Congdon Family, LLC <sup>(3)</sup>      |
| Common Stock                    | 07/21/2015                           |  | G                              | V 34,705 D \$ 0 0 <sup>(1)</sup> <sup>(5)</sup>                   | I   |  | As trustee of Jeffrey W. Congdon 2010 GRAT |

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|              |            |   |   |         |   |      |   |   |  |
|--------------|------------|---|---|---------|---|------|---|---|--|
| Common Stock | 08/28/2015 | W | V | 170,066 | D | \$ 0 | 0 <u>(2)</u> <u>(1)</u>                                 | I | #2<br>As co-executors of the estate of John R. Congdon |
| Common Stock | 08/28/2015 | W | V | 56,689  | A | \$ 0 | 777,161 <u>(1)</u><br><u>(5)</u> <u>(6)</u> <u>(7)</u>  | I | As trustee of Jeffrey W. Congdon Revocable Trust       |
| Common Stock | 08/28/2015 | G | V | 7,942   | D | \$ 0 | 841,329 <u>(1)</u><br><u>(8)</u> <u>(9)</u> <u>(10)</u> | I | As trustee of Jeffrey W. Congdon Revocable Trust       |
| Common Stock | 08/28/2015 | W | V | 56,689  | A | \$ 0 | 1,014,809 <u>(2)</u>                                    | I | As trustee of Susan C. Terry Revocable Trust           |
| Common Stock | 08/28/2015 | G | V | 100,000 | D | \$ 0 | 914,809 <u>(2)</u>                                      | I | As trustee of Susan C. Terry Revocable Trust           |
| Common Stock | 08/28/2015 | G | V | 539,209 | A | \$ 0 | 539,209 <u>(2)</u>                                      | I | By Terry Family Associates, LLC                        |
| Common Stock | 11/25/2015 | G | V | 13,662  | D | \$ 0 | 0 <u>(1)</u> <u>(9)</u>                                 | I | As trustee of Jeffrey W. Congdon 2013 GRAT #1          |
| Common Stock |            |   |   |         |   |      | 83,610 <u>(1)</u> <u>(7)</u>                            | I | As trustee of Jeffrey W. Congdon 2012 GRAT #2          |
| Common Stock |            |   |   |         |   |      | 39,344 <u>(1)</u><br><u>(10)</u>                        | I | As trustee of Jeffrey W. Congdon 2013 GRAT #2          |
|              |            |   |   |         |   |      | 52,667 <u>(1)</u> <u>(8)</u>                            | I |  |

|              |  |  |  |  |                                      |   |  |
|--------------|--|--|--|--|--------------------------------------|---|--|
| Common Stock |  |  |  |  |                                      |   | As trustee of Jeffrey W. Congdon 2014 GRAT |
| Common Stock |  |  |  |  | 100,000 <sup>(1)</sup><br><u>(6)</u> | I | As trustee of Jeffrey W. Congdon 2015 GRAT |

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 Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                               |
|---|---------------|-----------|---------|-------------------------------|
|   | Director      | 10% Owner | Officer | Other                         |
| CONGDON JEFFREY W<br>300 ARBORETUM PLACE<br>SUITE 600<br>NORTH CHESTERFIELD, VA 23236 |               | X         |         | Member of Section 13(d) group |
| TERRY SUSAN C<br>300 ARBORETUM PLACE<br>SUITE 600<br>NORTH CHESTERFIELD, VA 23236     |               | X         |         | Member of Section 13(d) group |

## Signatures

/s/ John R. Congdon, Jr., by Power of Attorney 02/12/2016

\_\_Signature of Reporting Person Date

/s/ John R. Congdon, Jr., by Power of Attorney 02/12/2016

\_\_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.
  - (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.
  - (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.
  - (5) Reflects a transfer of 3,910 shares from the Jeffrey W. Congdon 2010 GRAT #2 to the Jeffrey W. Congdon Revocable Trust on July 21, 2015.
  - (6) Reflects a transfer of 100,000 shares from the Jeffrey W. Congdon Revocable Trust to the Jeffrey W. Congdon 2015 GRAT on August 18, 2015.
  - (7) Reflects a transfer of 9,657 shares from the Jeffrey W. Congdon 2012 GRAT #2 to the Jeffrey W. Congdon Revocable Trust on August 24, 2015.
  - (8) Reflects a transfer of 47,333 shares from the Jeffrey W. Congdon 2014 GRAT to the Jeffrey W. Congdon Revocable Trust on August 28, 2015.
  - (9) Reflects a transfer of 21,299 shares from the Jeffrey W. Congdon 2013 GRAT #1 to the Jeffrey W. Congdon Revocable Trust on November 25, 2015.
  - (10) Reflects a transfer of 3,478 shares from the Jeffrey W. Congdon 2013 GRAT #2 to Jeffrey W. Congdon Revocable Trust on November 25, 2015.

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.