

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

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 *
 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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice Chairman and CEO

(Last) (First) (Middle)
 C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY

3. Date of Earliest Transaction (Month/Day/Year)
 08/12/2015

(Street)
 THOMASVILLE, NC 27360

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 Indirect Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	08/12/2015		G	V	54,740	D	\$ 0	679,606	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	08/12/2015		G	V	33,350	A	\$ 0	122,725	I	By wife as trustee of Helen S. Congdon Revocable

Edgar Filing: OLD DOMINION FREIGHT LINE INC/VA - Form 4

Common Stock	08/12/2015	G	V	33,350	D	\$ 0	89,375	I	Inter Vivos Trust dated 4/24/12 By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12
Common Stock	08/19/2015	G	V	385	A	\$ 0	679,991	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	08/24/2015	G	V	1,704	D	\$ 0	<u>689,048</u> ⁽¹⁾ ₍₂₎	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	08/24/2015	G	V	852	A	\$ 0	90,227	I	By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12
Common Stock	08/24/2015	G	V	852	D	\$ 0	89,375	I	By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12
Common Stock							91,966	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock							91,965	I	As trustee of Irrevocable

			Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	91,966	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	296,473	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	38,015	I	By wife as trustee of Seay Family Trust dated 11/21/2012
Common Stock	299,251	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock	629,776	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 1 dated 12/1/92
Common Stock	48,863	I	By 401(k) plan
Common Stock	645,976	I	As co-trustee of Earl E.

Common Stock	316,405	I	Congdon GRAT Remainder Trust As co-trustee of the 1998 Earl E. Congdon Family Trust
Common Stock	318,357	I	As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011
Common Stock	385,781	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 1 dated 12/1/92
Common Stock	188,318 ⁽²⁾	I	As trustee of David S. Congdon Grantor Retained Annuity Trust 2014
Common Stock	158,490 ⁽¹⁾	I	As trustee of David S. Congdon Grantor Retained Annuity Trust 2015

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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: OLD DOMINION FREIGHT LINE INC/VA - Form 4

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. 6)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
CONGDON DAVID S C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X		Vice Chairman and CEO		

Signatures

/s/ Ross H. Parr, 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) Reflects a transfer of 158,490 shares from David S. Congdon Revocable Trust dated 12/3/91 to David S. Congdon Grantor Retained Annuity Trust 2015 on August 20, 2015.
- (2) Reflects a transfer of 169,251 shares from David S. Congdon Grantor Retained Annuity Trust 2014 to David S. Congdon Revocable Trust dated 12/3/91 on August 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.