

CONGDON DAVID S  
Form 4  
February 12, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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)  
President and CEO

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/23/2012

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

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. Code	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	02/23/2012		G	V	65,484	A	\$ 0	104,234	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock	02/23/2012		G	V	65,484	A	\$ 0	165,100 <sup>(1)</sup>	I	As trustee of Audrey L.

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Common Stock	02/23/2012	G	V	65,484	D	\$ 0	0 <sup>(2)</sup>	I	Congdon Irrevocable Trust No. 2 dated 5/28/04  As trustee of David S. Congdon February 2010 Grantor Retained Annuity Trust
Common Stock	04/19/2012	G	V	101,974	A	\$ 0	835,729 <sup>(2)</sup>	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	05/18/2012	G	V	106,602	D	\$ 0	0	I	As custodian for child of Mr. Congdon
Common Stock	11/19/2012	G	V	776	A	\$ 0	<u>926,787</u> <sup>(3)</sup> <u>(1)</u>	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/19/2012	G	V	776	A	\$ 0	90,510 <sup>(1)</sup>	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock	11/19/2012	G	V	776	A	\$ 0	90,509 <sup>(1)</sup>	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	11/19/2012	G	V	776	A	\$ 0	90,510 <sup>(1)</sup>	I	As trustee of Irrevocable

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Common Stock	Date	Code	Quantity	Code	Value	Code	Value	Code	Description
Common Stock	11/27/2012	G	V 42,667	D	\$ 0	0 <sup>(1)</sup>		D	Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	11/27/2012	G	V 59,375	A	\$ 0	59,375		I	By wife as trustee of Seay Family Trust dated 11/21/2012
Common Stock	11/27/2012	G	V 18,788	D	\$ 0	907,998		I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/27/2012	G	V 320	A	\$ 0	156,671 <sup>(1)</sup>		I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock	11/27/2013	G	V 30,930	A	\$ 0	30,930		I	By wife as trustee of Helen S. Congdon Revocable Trust Inter Vivos Trust dated 4/24/12
Common Stock	11/27/2012	G	V 87,375	D	\$ 0	0 <sup>(1)</sup>		I	By wife
Common Stock						48,862 <sup>(1)</sup>		I	By 401(k) plan
Common Stock						629,776 <sup>(1)</sup>		I	By wife as trustee of David S. Congdon Irrevocable Trust No. 1 dated 12/1/92

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Common Stock		327,582 <sup>(3)</sup> <u>(1)</u>	I	As trustee of David S. Congdon Grantor Retained Annuity Trust 2012
Common Stock		645,976 <sup>(1)</sup>	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock		316,405 <sup>(1)</sup>	I	As co-trustee of the 1998 Earl E. Congdon Family Trust
Common Stock		318,357 <sup>(1)</sup>	I	As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011
Common Stock		385,781 <sup>(1)</sup>	I	As trustee of Audrey L. Congdon Irrevocable Trust #1 dated 12/1/92

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.**

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5. Transaction	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
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