#### CONGDON DAVID S

Form 4

February 12, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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

1(b).

Stock

(Print or Type Responses)

See Instruction

(Print or Type	Responses)										
				2. Issuer Name <b>and</b> Ticker or Trading Symbol OLD DOMINION FREIGHT LINE INC/VA [ODFL]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
	DOMINION FRE , 500 OLD DOM		3. Date of Earliest Transaction (Month/Day/Year) 02/23/2012						X Director 10% Owner Other (specify below)  President and CEO		
THOMASY	(Street)  VILLE, NC 27360	)	4. If Amo			ate Original r)			6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		Person
(City)	(State)	(Zip)	Tab	le I - N	on-I	Derivative S	ecurit	ies Acq	uired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transa Code (Instr.	8)	4. Securitie on(A) or Disp (Instr. 3, 4)	oosed of and 5)  (A) or	of (D)	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	02/23/2012			G		65,484	A	\$0	104,234	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common	02/23/2012			G	V	65,484	A	\$0	165,100 <u>(1)</u>	I	As trustee of

Audrey L.

									Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	02/23/2012	G	V 65,4	484	D	\$ 0	0 (2)	I	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 (2)	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	05/18/2012	G	V 106	5,602	D	\$0	0	I	As custodian for child of Mr. Congdon
Common Stock	11/19/2012	G	V 776	Ó	A	\$0	926,787 (3) (1)	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/19/2012	G	V 776	5	A	\$ 0	90,510 (1)	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock	11/19/2012	G	V 776	Ó	A	\$ 0	90,509 (1)	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	11/19/2012	G	V 776	5	A	\$0	90,510 (1)	I	As trustee of Irrevocable

								Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	11/27/2012	G	V 42,667	D	\$0	0 (1)	D	
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 <u>(1)</u>	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	Ι	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 (1)	I	By wife
Common Stock						48,862 (1)	I	By 401(k) plan
Common Stock						629,776 <u>(1)</u>	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 1 dated 12/1/92

Common Stock	327,582 (3) (1)	I	As trustee of David S. Congdon Grantor Retained Annuity Trust 2012				
Common Stock	645,976 <u>(1)</u>	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust				
Common Stock	316,405 (1)	I	As co-trustee of the 1998 Earl E. Congdon Family Trust				
Common Stock	318,357 (1)	I	As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011				
Common Stock	385,781 <u>(1)</u>	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 benefic			CDC 1474				
Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.							
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							

4.

5.

1. Title of 2.

3. Transaction Date 3A. Deemed

Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date

8. Price of 9. Nu

Derivative Deriv

6. Date Exercisable and 7. Title and

Amount of

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	s I	/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	-	Title Amount or Number of Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CONGDON DAVID S							
C/O OLD DOMINION FREIGHT LINE, INC	X		President and CEO				
500 OLD DOMINION FREIGHT WAY	Λ		Flesidelli alid CEO				
THOMASVILLE, NC 27360							

### **Signatures**

/s/ David S. 02/12/2013 Congdon \*\*Signature of Date Reporting Person

## **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) Adjusted to reflect a three-for-two stock split on September 10, 2012.
- Reflects a transfer of 38,532 shares from the David S. Congdon February 2010 Grantor Retained Annuity Trust to the David S. Congdon **(2)** Revocable Trust dated 12/3/91 on February 23, 2012.
- Reflects a transfer of 218,388 shares from the David S. Congdon Revocable Trust dated 12/3/91 to the David S. Congdon Grantor (3) Retained Annuity Trust 2012 on August 20, 2012.

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.

Reporting Owners 5