

OLD DOMINION FREIGHT LINE INC/VA  
 Form 4  
 February 27, 2015

**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)  
 02/25/2015

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ 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 Ownership (Instr. 4)                |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |  |
| Common Stock                    | 02/25/2015                           |  | S                              | 25,100 D \$ 78.52   | 854,305 <sup>(1)</sup>  | I  | As trustee of Jeffrey W. Congdon Revocable Trust |
| Common Stock                    | 02/26/2015                           |  | S                              | 47,400 D \$ 78.3 <sup>(5)</sup>                                   | 806,905 <sup>(1)</sup>  | I  | As trustee of Jeffrey W. Congdon Revocable Trust |

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|              |                                  |   |  |
|--------------|----------------------------------|---|--|
| Common Stock | 958,120 <u>(2)</u>               | I | As trustee of Susan C. Terry Revocable Trust     |
| Common Stock | 1,806,214                        | I | By Congdon Family, LLC <u>(3)</u>                |
| Common Stock | 1,806,214 <u>(1)</u>             | I | By Congdon Family, LLC <u>(4)</u>                |
| Common Stock | 38,615 <u>(1)</u>                | I | As trustee of Jeffrey W. Congdon 2010 GRAT #2    |
| Common Stock | 93,267 <u>(1)</u>                | I | As trustee of Jeffrey W. Congdon 2012 GRAT #2    |
| Common Stock | 34,961 <u>(1)</u>                | I | As trustee of Jeffrey W. Congdon 2013 GRAT #1    |
| Common Stock | 42,822 <u>(1)</u>                | I | As trustee of Jeffrey W. Congdon 2013 GRAT #2    |
| Common Stock | 100,000 <u>(1)</u>               | I | As trustee of Jeffrey W. Congdon 2014 GRAT       |
| Common Stock | 170,066 <u>(2)</u><br><u>(1)</u> | I | As co-executors of the estate of John R. Congdon |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. The John R. Congdon Irrevocable Trust, which Susan C. Terry serves as a co-trustee of, also 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. The John R. Congdon Irrevocable Trust, which Jeffrey W. Congdon serves as a co-trustee of, also is a member of Congdon Family, LLC.

(5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$78.13 to \$78.54, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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