

OLD DOMINION FREIGHT LINE INC/VA
 Form 4
 February 10, 2017

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 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/09/2017

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

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

(Street)

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

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. 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	02/18/2016		G	V	444	A	\$ 0	689,492	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	02/18/2016		G	V	444	A	\$ 0	92,410	I	As trustee of Irrevocable Trust Agreement dated

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Common Stock	02/18/2016	G	V	444	A	\$ 0	92,409	I	12/18/98 fbo Kathryn Congdon As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	02/18/2016	G	V	444	A	\$ 0	92,410	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	02/23/2016	G	V	<u>2,199</u> ⁽¹⁾	D	\$ 0	687,293	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	02/23/2016	G	V	<u>2,199</u> ⁽¹⁾	A	\$ 0	91,574	I	By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12
Common Stock	02/23/2016	G	V	1,824	D	\$ 0	685,469	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	02/23/2016	G	V	2,190	D	\$ 0	89,384	I	By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12
Common Stock	11/30/2016	G	V	1,845	D	\$ 0	643,161 ⁽²⁾	I	By David S. Congdon

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Common Stock	Date	Class	Quantity	Class	Value	Value	Code	Description
Common Stock	02/09/2017	A	4,182	A	\$ 0	9,516	D	Revocable Trust dated 12/3/91
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						29,125	I	By wife as trustee of Seay Family Trust dated 11/21/2012
Common Stock						294,813	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock						316,405	I	As co-trustee of the 1998 Earl E. Congdon Family Trust
Common Stock						645,976	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock						318,357	I	As co-trustee of the Earl and Kathryn

Common Stock				385,781	I	Congdon Family Irrevocable Trust - 2011 As trustee of Audrey L. Congdon Irrevocable Trust No. 1 dated 12/1/92
Common Stock				82,271	I	As trustee of David S. Congdon Grantor Retained Annuity Trust 2015
Common Stock				265,000	I	As trustee of David S. Congdon Grantor Retained Annuity Trust 2016
Common Stock				55,546	I	By 401(k) plan

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

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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 Following Reported Transaction (Instr. 6)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	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. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X		Vice Chairman and CEO	

Signatures

/s/ David S.
Congdon

02/10/2017

**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) Represents the transfer of 2,199 shares from the David S. Congdon Revocable Trust dated 12/3/91 to the Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12 on February 23, 2016.

Reflects (i) a transfer of 265,000 shares from the David S. Congdon Revocable Trust dated 12/3/91 to the David S. Congdon Grantor Retained Annuity Trust 2016 on August 19, 2016; (ii) a transfer of 76,219 shares from the David S. Congdon Grantor Retained Annuity

- (2) Trust 2015 to the David S. Congdon Revocable Trust dated 12/3/91 on August 22, 2016; (iii) a transfer of 188,318 shares from the David S. Congdon Grantor Retained Annuity Trust 2014 to the David S. Congdon Revocable Trust dated 12/3/91 on August 26, 2016; and (iv) a previously reported sale of 40,000 shares on November 16, 2016.

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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