

OLD DOMINION FREIGHT LINE INC/VA
Form 4
August 11, 2016

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

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2016

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Member of Section 13(d) group

(Street)
NORTH CHESTERFIELD, VA 23236

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|--------|---|--|--|--|
| | | | | Code | V | Amount | | | | (A) or (D) |
| Common Stock | 08/09/2016 | | S | | 26,100 | D | \$ 69.99 ⁽¹⁾ | 688,578 ⁽²⁾ | I | As trustee of Jeffrey W. Congdon Revocable Trust |
| Common Stock | 08/09/2016 | | G | V | 2,500 | D | \$ 0 | 686,078 ⁽²⁾ | I | As trustee of Jeffrey W. Congdon Revocable |

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| | | | | | | | | |
|--------------|------------|-----|--------|---|---------------------------|--------------------|---|---|
| Common Stock | 08/09/2016 | S | 22,400 | D | \$ 69.99 <u>(1)</u> | 879,340 <u>(5)</u> | I | Trust As trustee of Susan C. Terry Revocable Trust |
| Common Stock | 08/10/2016 | S | 11,300 | D | \$ 69.75 <u>(6)</u> | 674,778 <u>(2)</u> | I | As trustee of Jeffrey W. Congdon Revocable Trust |
| Common Stock | 08/10/2016 | G V | 1,000 | D | \$ 0 | 673,778 <u>(2)</u> | I | As trustee of Jeffrey W. Congdon Revocable Trust |
| Common Stock | 08/10/2016 | S | 9,700 | D | \$ 69.75 <u>(6)</u> | 869,640 <u>(5)</u> | I | As trustee of Susan C. Terry Revocable Trust |
| Common Stock | | | | | | 83,610 <u>(2)</u> | I | As trustee of Jeffrey W. Congdon 2012 GRAT #2 |
| Common Stock | | | | | | 52,667 <u>(2)</u> | I | As trustee of Jeffrey W. Congdon 2014 GRAT |
| Common Stock | | | | | | 39,344 <u>(2)</u> | I | As trustee of Jeffrey W. Congdon 2013 GRAT #2 |
| Common Stock | | | | | | 100,000 <u>(2)</u> | I | As trustee of Jeffrey W. Congdon 2015 GRAT |
| | | | | | | 608,877 <u>(2)</u> | I | |

| | | | | | | | |
|--------------|--|--|--|------------------------|---|--|--|
| Common Stock | | | | | | | By Congdon Family, LLC ⁽³⁾ |
| Common Stock | | | | 693,864 ⁽⁴⁾ | I | | By Congdon Family, LLC |
| Common Stock | | | | 539,209 ⁽⁵⁾ | I | | By Terry Family Associates, LLC |
| Common Stock | | | | 100,000 ⁽²⁾ | I | | As trustee of Jeffrey W. Congdon 2016 GRAT |

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

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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 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 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 |
| | | X | | Member of Section 13(d) group |

CONGDON JEFFREY W
300 ARBORETUM PLACE
SUITE 600
NORTH CHESTERFIELD, VA 23236

Signatures

/s/ John R. Congdon, Jr., by Power of Attorney 08/11/2016

__Signature of Reporting Person Date

/s/ John R. Congdon, Jr., by Power of Attorney 08/11/2016

__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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.75 to \$70.75, 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.

(2) These securities are beneficially owned by Jeffrey W. Congdon, who may be deemed a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are identified in a Schedule 13D filed with the Securities and Exchange Commission on September 10, 2012.

(3) 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.

(4) 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.

(5) These securities are beneficially owned by Susan C. Terry, who may be deemed a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are identified in a Schedule 13D filed with the Securities and Exchange Commission on September 10, 2012.

(6) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.50 to \$70.21, 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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