

CONGDON EARL E  
Form 4  
January 30, 2009

**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 EARL E

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)  
Executive Chairman

(Last) (First) (Middle)  
C/O OLD DOMINION FREIGHT  
LINE, INC., 500 OLD DOMINION  
WAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/15/2008

(Street)  
THOMASVILLE, NC 27360

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

(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 (D) Price  |   |  |  |
| Common Stock                    | 12/15/2008                           |  | G                              | V 990,375 D \$ 0 0  |   | D  |  |
| Common Stock                    |                                      |  |                                |   | 1,262,422 <sup>(1)</sup><br><u>(2)</u>  | I  | By Earl E. Congdon Revocable Trust         |
| Common Stock                    |                                      |  |                                |   | 21,718  | I  | By 401(k) plan                             |
| Common Stock                    |                                      |  |                                |   | 187,861 <sup>(1)</sup>  | I  | By Earl E.                                 |

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|              |  |  |  |  |                                      |   |  |   |
|--------------|--|--|--|--|--------------------------------------|---|--|---|
| Stock        |  |  |  |  |                                      |   |  | Congdon Grantor Retained Annuity Trust - 2005             |
| Common Stock |  |  |  |  | 287,101 <sup>(3)</sup>               | I |  | By Earl E. Congdon 2003 GRAT Remainder Trust              |
| Common Stock |  |  |  |  | 198,875 <sup>(3)</sup><br><u>(4)</u> | I |  | By wife   |
| Common Stock |  |  |  |  | 148,750 <sup>(3)</sup><br><u>(4)</u> | I |  | By wife as trustee of The Kathryn W. Congdon Trust - 1990 |

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

CONGDON EARL E  
C/O OLD DOMINION FREIGHT LINE, INC.  
500 OLD DOMINION WAY  
THOMASVILLE, NC 27360

X

Executive Chairman

## Signatures

/s/ Earl E.  
Congdon

01/23/2009

\*\*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).

- Reflects a transfer of 121,319 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2005 to the Earl E. Congdon Revocable Trust on February 15, 2008 and a transfer of 162,728 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2005 to the Earl E. Congdon Revocable Trust on January 5, 2009.
- (1) Trust on February 15, 2008 and a transfer of 162,728 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2005 to the Earl E. Congdon Revocable Trust on January 5, 2009.
  - (2) Reflects a transfer of 978,375 shares from Earl E. Congdon to the Earl E. Congdon Revocable Trust on December 15, 2008.
  - (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed as an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.
  - (4) Reflects a transfer of 198,875 shares from the Kathryn W. Congdon Trust - 1990 to Kathryn W. Congdon.

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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