

CONGDON JEFFREY W
Form 4
September 17, 2010

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)
7511 WHITEPINE ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/16/2010

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

RICHMOND, VA 23237

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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------|---|--|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 09/16/2010 | | S ⁽¹⁾ | | 7,937 | D | \$ 25.962 (12) | 900,228 ⁽²⁾ | I | As trustee of Jeffrey W. Congdon Revocable Trust |
| Common Stock | 09/16/2010 | | S ⁽¹⁾ | | 10,751 | D | \$ 25.962 (12) | 783,412 ⁽³⁾ | I | As trustee of Susan C. Terry Revocable Trust |
| | 09/16/2010 | | S ⁽¹⁾ | | 5,662 | D | | 337,275 ⁽⁴⁾ | D | |

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| | | | | | | | | | |
|--------------|------------|------------------|-------|---|--------------------|---------|------|---|---|
| Common Stock | | | | | \$ 25.962 (12) | | | | |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 5,662 | D | \$ 25.962 (12) | 337,527 | (5) | D | |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 5,809 | D | \$ 25.962 (12) | 310,342 | (6) | D | |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 5,891 | D | \$ 25.962 (12) | 314,461 | (7) | D | |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 5,891 | D | \$ 25.962 (12) | 314,459 | (8) | D | |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 4,255 | D | \$ 25.962 (12) | 329,372 | (9) | D | |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 3,109 | D | \$ 25.962 (12) | 322,344 | (10) | D | |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 1,473 | D | \$ 25.962 (12) | 320,622 | (11) | D | |
| Common Stock | | | | | | 75,000 | (2) | I | As trustee of the Jeffrey W. Congdon 2009 GRAT |
| Common Stock | | | | | | 37,500 | (2) | I | As trustee of the Jeffrey W. Congdon 2010 GRAT #1 |
| Common Stock | | | | | | 37,500 | (2) | I | As trustee of the Jeffrey W. Congdon 2010 GRAT #2 |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 2,391 | D | \$ 26.1053 (13) | 897,837 | (2) | I | As trustee of Jeffrey W. Congdon Revocable Trust |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 3,239 | D | \$ 26.1053 (13) | 780,173 | (3) | I | As trustee of Susan C. Terry Revocable Trust |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|-----------------------|-------------------------|---|
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 1,706 | D | \$ 26.1053 (13) | 335,569 ⁽⁴⁾ | D |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 1,706 | D | \$ 26.1053 (13) | 335,821 ⁽⁵⁾ | D |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 1,750 | D | \$ 26.1053 (13) | 308,592 ⁽⁶⁾ | D |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 1,775 | D | \$ 26.1053 (13) | 312,686 ⁽⁷⁾ | D |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 1,775 | D | \$ 26.1053 (13) | 312,684 ⁽⁸⁾ | D |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 1,282 | D | \$ 26.1053 (13) | 328,090 ⁽⁹⁾ | D |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 937 | D | \$ 26.1053 (13) | 321,407 ⁽¹⁰⁾ | D |
| Common Stock | 09/16/2010 | S ⁽¹⁾ | 444 | D | \$ 26.1053 (13) | 320,178 ⁽¹¹⁾ | D |

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.

SEC 1474
(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 Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------------------------------|
| | Director | 10% Owner | Officer | Other |
| CONGDON JEFFREY W 7511 WHITEPINE ROAD RICHMOND, VA 23237 | | X | | Member of Section 13(d) group |
| TERRY SUSAN C 7511 WHITEPINE ROAD RICHMOND, VA 23237 | | X | | Member of Section 13(d) group |
| John R. Congdon Trust for Peter Whitefield Congdon 7511 WHITEPINE ROAD RICHMOND, VA 23237 | | X | | Member of Section 13(d) group |
| John R. Congdon Trust for Michael Davis Congdon 7511 WHITEPINE ROAD RICHMOND, VA 23237 | | X | | Member of Section 13(d) group |
| John R Congdon Trust for Jeffrey Whitefield Congdon, Jr 7511 WHITEPINE ROAD RICHMOND, VA 23237 | | X | | Member of Sectin 13(d) group |
| John R Congdon Trust for Mark Ross Congdon 7511 WHITEPINE ROAD RICHMOND, VA 23237 | | X | | Member of Sectin 13(d) group |
| John R Congdon Trust for Mary Evelyn Congdon 7511 WHITEPINE ROAD RICHMOND, VA 23237 | | X | | Member of Section 13(d) group |
| John R. Congdon Trust for Kathryn Lawson Terry 7511 WHITEPINE ROAD RICHMOND, VA 23237 | | X | | Member of Section 13(d) group |
| John R. Congdon Trust for Nathaniel Everett Terry 7511 WHITEPINE ROAD RICHMOND, VA 23237 | | X | | Member of Section 13(d) group |
| John R Congdon Trust for Hunter Andrew Terry 7511 WHITEPINE ROAD RICHMOND, VA 23237 | | X | | Member of Sectin 13(d) group |

Signatures

/s/ Joel B. McCarty, Jr., by Power of Attorney 09/17/2010

__Signature of Reporting Person

Date

/s/ Joel B. McCarty, Jr., by Power of Attorney 09/17/2010

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| | |
|--|------------|
| **Signature of Reporting Person | Date |
| /s/ Joel B. McCarty, Jr., by Power of Attorney | 09/17/2010 |
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| **Signature of Reporting Person | Date |
| /s/ Joel B. McCarty, Jr., by Power of Attorney | 09/17/2010 |
| **Signature of Reporting Person | Date |
| /s/ Joel B. McCarty, Jr., by Power of Attorney | 09/17/2010 |

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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2010.

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 indentified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.
 - (2) 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 indentified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.
 - (3) These securities are beneficially owned by the John R. Congdon Trust for Jeffrey Whitefield Congdon, Jr., which 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 indentified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.
 - (4) These securities are beneficially owned by the John R. Congdon Trust for Mark Ross Congdon, which 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 indentified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.
 - (5) These securities are beneficially owned by the John R. Congdon Trust for Peter Whitefield Congdon, which 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 indentified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.
 - (6) These securities are beneficially owned by the John R. Congdon Trust for Peter Whitefield Congdon, which 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 indentified in a

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Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.

(7) These securities are beneficially owned by the John R. Congdon Trust for Michael Davis Congdon, which 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 9, 2010.

(8) These securities are beneficially owned by the John R. Congdon Trust for Mary Evelyn Congdon, which 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 9, 2010.

(9) These securities are beneficially owned by the John R. Congdon Trust for Kathryn Lawson Terry, which 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 9, 2010.

(10) These securities are beneficially owned by the John R. Congdon Trust for Nathaniel Everett Terry, which 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 9, 2010.

(11) These securities are beneficially owned by the John R. Congdon Trust for Hunter Andrew Terry, which 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 9, 2010.

(12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.33 to \$26.20, 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.

(13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.20, 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.

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.