

YOWELL JOHN B

Form 4

September 17, 2010

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
YOWELL JOHN B

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)

09/15/2010

____ Director ____X____ 10% Owner
____X____ Officer (give title ____X____ Other (specify
below) below)
Executive VP and COO / Member of Section
13(d) group

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)
____X____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/15/2010		S ⁽¹⁾	966	D	\$ 25.3404 ⁽²⁾	146,529	I	As co-trustee of the Seth Morgan Yowell Irrevocable Declaration of Trust
Common Stock	09/15/2010		S ⁽¹⁾	966	D	\$ 25.3404	146,529	I	As co-trustee of

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					<u>(2)</u>			the Megan Elise Yowell Irrevocable Declaration of Trust
Common Stock	09/15/2010	S <u>(1)</u>	50	D	\$ 25.3404 <u>(2)</u>	46,663	I	By Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04 (David Congdon, Trustee)
Common Stock	09/15/2010	S <u>(1)</u>	1,962	D	\$ 25.3404 <u>(2)</u>	829,827	I	By wife as trustee for Audrey Lee Congdon Revocable Trust dated 2/17/05
Common Stock						58,198	I	By wife as trustee for Irrevocable Trust Agreement dated 12/18/98 fbo Megan Yowell
Common Stock						58,198	I	By wife as trustee for Irrevocable Trust Agreement dated 12/18/98 fbo Seth Yowell
Common Stock						104,856	D	
Common Stock						257,188	I	As trustee for Audrey L. Congdon Irrevocable Trust No. 1

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									dated 12/1/92
Common Stock						25,937	I		By 401(k) plan
Common Stock						8,929	I		By wife
Common Stock						430,651	I		By wife as co-trustee of the Earl E. Congdon GRAT Remainder Trust
Common Stock						150,000	I		By wife as trustee for Audrey L. Congdon February 2010 Grantor Retained Annuity Trust
Common Stock	09/16/2010	S ⁽¹⁾	3,927	D	\$ 25.962 (3)	142,602	I		As co-trustee of the Seth Morgan Yowell Irrevocable Declaration of Trust
Common Stock	09/16/2010	S ⁽¹⁾	1,183	D	\$ 26.1053 (4)	141,419	I		As co-trustee of the Seth Morgan Yowell Irrevocable Declaration of Trust
Common Stock	09/16/2010	S ⁽¹⁾	3,927	D	\$ 25.962 (3)	142,602	I		As co-trustee of the Megan Elise Yowell Irrevocable Declaration of Trust

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Common Stock	09/16/2010	S ⁽¹⁾	1,183	D	\$ 26.1053 (4)	141,419	I	As co-trustee of the Megan Elise Yowell Irrevocable Declaration of Trust By Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04 (David Congdon, Trustee) By Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04 (David Congdon, Trustee)
Common Stock	09/16/2010	S ⁽¹⁾	205	D	\$ 25.962 (3)	46,458	I	By wife as trustee for Audrey Lee Congdon Revocable Trust dated 2/17/05
Common Stock	09/16/2010	S ⁽¹⁾	62	D	\$ 26.1053 (4)	46,396	I	By wife as trustee for Audrey Lee Congdon Revocable Trust dated 2/17/05
Common Stock	09/16/2010	S ⁽¹⁾	7,978	D	\$ 25.962 (3)	821,849	I	By wife as trustee for Audrey Lee Congdon Revocable Trust dated 2/17/05
Common Stock	09/16/2010	S ⁽¹⁾	2,403	D	\$ 26.1053 (4)	819,446	I	By wife as trustee for Audrey Lee Congdon Revocable Trust dated 2/17/05

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

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(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10%
Owner Officer Other

YOWELL JOHN B
C/O OLD DOMINION FREIGHT LINE,
INC.
500 OLD DOMINION WAY
THOMASVILLE, NC 27360

X Executive VP and
COO Member of Section 13(d)
group

Signatures

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

09/17/2010

__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 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.
- (2) 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 \$25.41, 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.
- (3) 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.
- (4) 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.

Remarks:

The reporting person may be deemed to be a "group" for purposes of Section 13(d) of the Exchange Act. The other

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