

Congdon Helen S
Form 4
October 29, 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 Helen 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)
10/27/2010

____ Director 10% Owner
____ Officer (give title below) Other (specify below)
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)
____ 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------------|---|----------------------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 10/27/2010 | | S ⁽¹⁾ | | 438 | D | \$ 28 | 59,562 ⁽²⁾ | D | By husband as trustee of |
| Common Stock | 10/27/2010 | | S ⁽¹⁾ | | 5,260 | D | \$ 28 | 689,677 ⁽²⁾ | I | David S. Congdon Revocable Trust |
| Common Stock | 10/27/2010 | | S ⁽¹⁾ | | 2,805 | D | \$ 28 | 127,797 ⁽²⁾ | I | By husband as custodian |

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| | | | | | | | | |
|--------------|------------|------------------------|-------|---|-------|------------------------|---|--|
| Common Stock | 10/27/2010 | <u>S⁽¹⁾</u> | 2,805 | D | \$ 28 | 127,797 ⁽³⁾ | I | for minor child As trustee of Marilyn Marie Congdon Revocable Declaration of Trust |
| Common Stock | 10/27/2010 | <u>S⁽¹⁾</u> | 2,805 | D | \$ 28 | 127,797 ⁽⁴⁾ | I | As trustee of Kathryn Leigh Congdon Revocable Declaration of Trust |
| Common Stock | | | | | | 31,175 ⁽²⁾ | I | By husband |
| Common Stock | | | | | | 32,571 ⁽²⁾ | I | By husband's 401(k) plan |
| Common Stock | | | | | | 418,551 ⁽²⁾ | I | As trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92 |
| Common Stock | | | | | | 37,050 ⁽²⁾ | I | As trustee of David S. Congdon Irrevocable Trust #2 dated 11/18/99 |
| Common Stock | | | | | | 150,000 ⁽²⁾ | I | By husband as trustee of David S. Congdon February 2010 Grantor Retained Annuity Trust |
| Common Stock | | | | | | 58,198 ⁽²⁾ | I | By husband as trustee of |

| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------------------------|------------------------|---|--|
| Common Stock | | | | | | 58,198 ⁽²⁾ | I | an Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon By husband as trustee of an Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon By husband as trustee of an Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon |
| Common Stock | | | | | | 58,198 ⁽²⁾ | I | By husband as co-trustee of the Earl E. Congdon GRAT Remainder Trust |
| Common Stock | 10/28/2010 | S ⁽¹⁾ | 420 | D | \$ 28.009 <u>(5)</u> | 59,142 ⁽²⁾ | D | By husband as trustee of David S. Congdon Revocable Trust |
| Common Stock | 10/28/2010 | S ⁽¹⁾ | 5,030 | D | \$ 28.009 <u>(5)</u> | 684,647 ⁽²⁾ | I | By husband as custodian for minor |
| Common Stock | 10/28/2010 | S ⁽¹⁾ | 2,685 | D | \$ 28.009 <u>(5)</u> | 125,112 ⁽²⁾ | I | |

| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------------------------|------------------------|---|---|
| Common Stock | 10/28/2010 | S ⁽¹⁾ | 2,680 | D | \$ 28.009 <u>(5)</u> | 125,117 ⁽³⁾ | I | child As trustee of Marilyn Marie Congdon Revocable Declaration of Trust |
| Common Stock | 10/28/2010 | S ⁽¹⁾ | 2,680 | D | \$ 28.009 <u>(5)</u> | 125,117 ⁽⁴⁾ | I | As trustee of Kathryn Leigh Congdon Revocable Declaration of Trust |

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 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

Congdon Helen S
C/O OLD DOMINION FREIGHT LINE, INC.
500 OLD DOMINION WAY
THOMASVILLE, NC 27360

X

Member of Section 13(d) group

| | | |
|---|---|-------------------------------|
| Congdon Marilyn M C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360 | X | Member of Section 13(d) group |
|---|---|-------------------------------|

| | | |
|--|---|-------------------------------|
| Congdon Kathryn L. C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360 | X | Member of Section 13(d) group |
|--|---|-------------------------------|

Signatures

| | |
|--|------------|
| /s/ Joel B. McCarty, Jr., by Power of Attorney | 10/29/2010 |
|--|------------|

| | |
|---------------------------------|------|
| **Signature of Reporting Person | Date |
|---------------------------------|------|

| | |
|--|------------|
| /s/ Joel B. McCarty, Jr., by Power of Attorney | 10/29/2010 |
|--|------------|

| | |
|---------------------------------|------|
| **Signature of Reporting Person | Date |
|---------------------------------|------|

| | |
|--|------------|
| /s/ Joel B. McCarty, Jr., by Power of Attorney | 10/29/2010 |
|--|------------|

| | |
|---------------------------------|------|
| **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) These securities are beneficially owned by Helen S. 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.

(3) These securities are beneficially owned by Marilyn M. 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.

(4) These securities are beneficially owned by Kathryn L. 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.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.015, 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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