

YOWELL JOHN B  
Form 4  
November 05, 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 \*  
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)  
11/03/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify 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)  
\_\_\_\_ 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	11/03/2010		S <sup>(1)</sup>	15,044 D	\$ 28.0823	106,602	I	As co-trustee of the Seth Morgan Yowell Irrevocable Declaration of Trust
Common Stock	11/03/2010		S <sup>(1)</sup>	15,049 D	\$ 28.0823	106,602	I	As co-trustee

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									(2)
									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 wife as
									trustee for
									Audrey Lee
									Congdon
									Revocable
									Trust dated
									2/17/05
									By wife as
									trustee for
									Irrevocable
									Trust
									Agreement
									dated
									12/18/98
									fbo Megan
									Yowell
									By wife as
									trustee for
									Irrevocable
									Trust
									Agreement
									dated
									12/18/98
									fbo Seth
									Yowell
Common Stock	11/03/2010	S <sup>(1)</sup>	784	D	\$ 28.0823 (2)	44,583		I	
Common Stock	11/03/2010	S <sup>(1)</sup>	30,560	D	\$ 28.0823 (2)	748,725		I	
Common Stock						58,198		I	
Common Stock						58,198		I	
Common Stock						104,856		D	
Common Stock						257,188		I	As trustee for Audrey L. Congdon Irrevocable

				Trust No. 1 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

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						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
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  
Date: 11/04/2010

\_\_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 \$28.00 to \$28.36, 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 member of a "group" for purposes of Section 13(d) of the Exchange Act. The other reporting person may also be deemed to be a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other reporting person may also be deemed to be a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other reporting person may also be deemed to be a member of a "group" for purposes of Section 13(d) of the Exchange Act.

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.