

CONGDON JOHN R JR
Form 4
February 12, 2018

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 JOHN R JR

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)
08/07/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

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 or Disposed of (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		
				Code	V	Amount	
Common Stock	08/07/2017		G	V 2,609 D	\$ 0	1,453,972 ⁽²⁾ ₍₁₎	I As trustee of John R. Congdon Jr. Revocable Trust
Common Stock	08/21/2017		G	V 7,237 D	\$ 0	0 ⁽³⁾	I As trustee of John R. Congdon, Jr. 2015 GRAT
	08/21/2017		G	V 61,503 D	\$ 0	0 ⁽⁴⁾	I

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Common Stock									As trustee of John R. Congdon, Jr. 2012 GRAT #2
Common Stock	11/02/2017	G	V	2,544	D	\$ 0	1,538,684 ⁽³⁾ <u>(4) (5)</u>	I	As trustee of John R. Congdon Jr. Revocable Trust
Common Stock	11/29/2017	G	V	888	D	\$ 0	1,542,824 ⁽⁶⁾	I	As trustee of John R. Congdon Jr. Revocable Trust
Common Stock							28,417 ⁽⁶⁾	I	As trustee of John R. Congdon Jr. 2013 GRAT #2
Common Stock							66,519 ⁽²⁾	I	As trustee of the John R. Congdon, Jr. 2016 GRAT
Common Stock							66,263 ⁽⁵⁾	I	As trustee of The John R. Congdon, Jr. 2016 GRAT #2
Common Stock							46,064	I	By wife as trustee of John R. Congdon Jr. 2015 Irrevocable Trust for Benefit of Michael M. Demo
Common Stock							46,064	I	By wife as trustee of John R. Congdon, Jr. 2015 Irrevocable Trust for Benefit of

Brian H.
Demo

Common Stock 2,644 D

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
				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 JOHN R JR
C/O OLD DOMINION FREIGHT LINE, INC.
500 OLD DOMINION WAY
THOMASVILLE, NC 27360

X

Signatures

/s/ John R.
Congdon, Jr. 02/12/2018

**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).

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- (1) Reflects an adjustment to correct a clerical error. A previously reported November 3, 2016 gift of 6,920 shares overstated the gift by 920 shares.
- (2) Reflects an exempt transfer of 33,481 shares from the John R. Congdon, Jr. 2016 GRAT to the John R. Congdon Jr. Revocable Trust on May 30, 2017.
- (3) Reflects an exempt transfer of 43,268 shares from the John R. Congdon, Jr. 2015 GRAT to the John R. Congdon Jr. Revocable Trust on August 21, 2017.
- (4) Reflects an exempt transfer of 10,251 shares from the John R. Congdon, Jr. 2012 GRAT #2 to the John R. Congdon Jr. Revocable Trust on August 21, 2017.
- (5) Reflects an exempt transfer of 33,737 shares from the John R. Congdon, Jr. 2016 GRAT #2 to the John R. Congdon Jr. Revocable Trust on August 21, 2017.
- (6) Reflects an exempt transfer of 5,028 shares from the John R. Congdon, Jr. 2013 GRAT #2 to the John R. Congdon Jr. Revocable Trust on November 21, 2017.

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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