

CONGDON JOHN R JR
 Form 4
 February 12, 2013

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)
 04/30/2012

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/30/2012		G	V	103,844	A	\$ 0	892,636	I	As trustee of John R. Congdon, Jr. Revocable Trust
Common Stock	05/18/2012		G	V	1,824	D	\$ 0	890,812	I	As trustee of John R. Congdon, Jr.

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Common Stock	05/18/2012	G	V	304	A	\$ 0	855,568 ⁽²⁾ <u>(1) (3) (4) (6) (7)</u> <u>(8) (5)</u>	I	Revocable Trust As trustee of John R. Congdon, Jr. Revocable Trust
Common Stock	07/09/2012	G	V	16,005	D	\$ 0	0 ⁽¹⁾	I	As trustee of John R. Congdon, Jr. 2010 GRAT #1
Common Stock	12/28/2012	G	V	197,992	D	\$ 0	137,688 ⁽⁶⁾ <u>(5)</u>	I	By Congdon Family, LLC ⁽⁹⁾
Common Stock							83,084 ^{(6) (8)}	I	As trustee of the John R. Congdon, Jr. 2009 GRAT
Common Stock							46,231 ^{(2) (6)}	I	As trustee of John R. Congdon, Jr. 2010 GRAT #2
Common Stock							101,186 ⁽⁶⁾ <u>(7)</u>	I	As trustee of John R. Congdon, Jr. 2011 GRAT #1
Common Stock							112,500 ⁽³⁾ <u>(6)</u>	I	As trustee of John R. Congdon, Jr. 2012 GRAT #1
Common Stock							112,500 ⁽⁴⁾ <u>(6)</u>	I	As trustee of John R. Congdon, Jr. 2012 GRAT #2

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

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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. Number of Derivative Securities Beneficially Owned (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	X		Member of Section 13(d) group

Signatures

/s/ John R.
Congdon, Jr. 02/12/2013

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) Reflects a transfer of 11,196 shares from the John R. Congdon, Jr. 2010 GRAT #1 to the John R. Congdon, Jr. Revocable Trust on July 9, 2012.
- (2) Reflects a transfer of 3,479 shares from the John R. Congdon, Jr. 2010 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on July 9, 2012.
- (3) Reflects a transfer of 75,000 shares from the John R. Congdon, Jr. Revocable Trust to the John R. Congdon, Jr. 2012 GRAT #1 on August 20, 2012.
- (4) Reflects a transfer of 75,000 shares from the John R. Congdon, Jr. Revocable Trust to the John R. Congdon, Jr. 2012 GRAT #2 on August 20, 2012.
- (5)

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Reflects a transfer of 223,787 shares (335,680 shares after the September 10, 2012 stock split) from the John R. Congdon, Jr. Revocable Trust to Congdon Family, LLC on August 30, 2012.

- (6) Adjusted to reflect a three-for-two stock split on September 10, 2012.
- (7) Reflects a transfer of 48,819 shares from the John R. Congdon, Jr. 2011 GRAT #1 to the John R. Congdon, Jr. Revocable Trust on September 13, 2012.
- (8) Reflects a transfer of 8,743 shares from the John R. Congdon, Jr. 2009 GRAT to the John R. Congdon, Jr. Revocable Trust on November 26, 2012.

The John R. Congdon, Jr. Revocable Trust, which John R. Congdon, Jr. serves as the trustee of, is a member of Congdon Family, LLC.

- (9) John R. Congdon, Jr. serves as a manager of Congdon Family, LLC. On December 28, 2012, the John R. Congdon, Jr. Revocable Trust transferred part of its membership interest in Congdon Family, LLC to various other trusts in which John R. Congdon, Jr. has no pecuniary interest.

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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