

CONGDON EARL E  
Form 4  
February 08, 2006

**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 EARL E

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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board and CEO

(Last) (First) (Middle)  
C/O OLD DOMINION FREIGHT  
LINE, INC., 500 OLD DOMINION  
WAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/02/2006

(Street)  
THOMASVILLE, NC 27360

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

(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   |  |  |                        |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   | Price                                      |                        |   |   |
| Common Stock                    | 02/02/2006                           |  | G                              | V   | 40,000  | D  | \$ 0                                       | 678,275                | I | By Earl E. Congdon Intangibles Trust dated July 23, 2003 (David Congdon, Trustee) |
| Common Stock                    |                                      |  |                                |   |   |  |  | 158,713 <sup>(1)</sup> | I | By wife as trustee of   |

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|              |                        |   |  |
|--------------|------------------------|---|--|
| Common Stock | 347,625 <sup>(1)</sup> | I | The Earl Congdon GRAT Remainder Trust<br>By Kathryn W. Congdon Intangibles Trust Dated May 23, 2001 (David Congdon, Trustee) |
| Common Stock | 342,396                | I | By Earl E. Congdon Grantor Retained Annuity Trust - 2004   |
| Common Stock | 591,000                | I | By Earl E. Congdon Grantor Retained Annuity Trust - 2005   |

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 or Derivative Security (Instr. 3) |                            |    |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|----|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |    |
|  | <sup>(2)</sup>   | 02/06/2006                           |  | A                              | 3,136   | <sup>(3)</sup>   | <sup>(3)</sup>  |  | 3,136                      | \$ |

Phantom  
Stock

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                               |
|--|---------------|-----------|---------|-------------------------------|
|  | Director      | 10% Owner | Officer | Other                         |
| CONGDON EARL E<br>C/O OLD DOMINION FREIGHT LINE, INC.<br>500 OLD DOMINION WAY<br>THOMASVILLE, NC 27360 | X             |           |         | Chairman of the Board and CEO |

## Signatures

/s/ Earl E.  
Congdon

02/08/2006

\_\_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 reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed as an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.
- (2) Each share of phantom stock is the economic equivalent of one share of Old Dominion Freight Line, Inc. common stock.  
The award will settle on the earlier of (a) the date of the reporting person's termination of employment on or after attainment of age 55 for
- (3) any reason other than death, total disability or for cause; (b) the date of the reporting person's death while employed by the issuer; or (c) the date of the reporting person's termination of employment as a result of his total disability.

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.