

OLD DOMINION FREIGHT LINE INC/VA

Form 4

February 10, 2017

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2017

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

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------------------------------------|---|---|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 02/18/2016 | | G | V | 2,442 | D | \$ 0 | 734,540 | I | By Earl E. Congdon Trust - 1990 |
| Common Stock | 02/18/2016 | | G | V | 2,442 | D | \$ 0 | 209,121 | I | By wife as trustee of the Kathryn W. Congdon Trust - 1990 |
| Common Stock | 11/29/2016 | | G | V | 29,813 | D | \$ 0 | 744,452 ⁽¹⁾ ₍₂₎ | I | By Earl E. Congdon |

| | | | | | | | | |
|--------------|------------|-----|-------|---|------|--------------------------------------|---|--|
| Common Stock | 11/29/2016 | G V | 1,113 | D | \$ 0 | 234,285 ⁽³⁾ <u>(4)</u> | I | Trust - 1990 By wife as trustee of the Kathryn W. Congdon Trust - 1990 |
| Common Stock | 02/09/2017 | A | 4,182 | A | \$ 0 | 9,516 | D | |
| Common Stock | | | | | | 645,976 | I | By Earl E. Congdon GRAT Remainder Trust |
| Common Stock | | | | | | 352,605 | I | By Earl. E Congdon Grantor Retained Annuity Trust 2016 |
| Common Stock | | | | | | 209,121 | I | By wife as trustee of the Kathryn W. Congdon Grantor Retained Annuity Trust 2016 |
| Common Stock | | | | | | 37,549 | I | By 401(k) plan |

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, | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

4, and 5)

| | 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 |
| CONGDON EARL E C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360 | X | | Executive Chairman | |

Signatures

/s/ Ross H. Parr, by Power of Attorney 02/10/2017

**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 352,605 shares from the Earl E. Congdon Trust - 1990 to the Earl E. Congdon Grantor Retained Annuity Trust 2016 on August 19, 2016.
- (2) Reflects a transfer of 392,330 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2014 to the Earl E. Congdon Trust - 1990 on August 26, 2016.
- (3) Reflects a transfer of 209,121 shares from the Kathryn W. Congdon Trust - 1990 to the Kathryn W. Congdon Grantor Retained Annuity Trust 2016 on August 19, 2016.
- (4) Reflects a transfer of 235,398 shares from the Kathryn W. Congdon Grantor Retained Annuity Trust 2014 to the Kathryn W. Congdon Trust - 1990 on August 26, 2016.

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.