

CONGDON DAVID S
Form 4
October 29, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 DAVID S

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)
10/27/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO / Member of Section 13(d) group

C/O OLD DOMINION FREIGHT LINE, INC, 500 OLD DOMINION FREIGHT 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	(D)	Price			
Common Stock	10/27/2010		S ⁽¹⁾		5,260	D	\$ 28	689,677	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	10/27/2010		S ⁽¹⁾		438	D	\$ 28	59,562	I	By wife
Common Stock	10/27/2010		S ⁽¹⁾		146	D	\$ 28	45,687	I	As trustee of Audrey L. Congdon

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Common Stock	10/27/2010	<u>S</u> ⁽¹⁾	2,805	D	\$ 28	127,797	I	Irrevocable Trust No. 2 dated 5/28/04 As custodian for minor child of Mr. Congdon
Common Stock						418,551	I	By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92
Common Stock						37,050	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock						31,175	D	
Common Stock						32,571	I	By 401(k) plan
Common Stock						430,651	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock						150,000	I	As trustee of David S. Congdon February 2010 Grantor Retained Annuity Trust
Common Stock						58,198	I	As trustee of

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Common Stock						58,198	I	Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock						58,198	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	10/28/2010	<u>S⁽¹⁾</u>	5,030	D	\$ 28.009 <u>(2)</u>	684,647	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	10/28/2010	<u>S⁽¹⁾</u>	420	D	\$ 28.009 <u>(2)</u>	59,142	I	By wife
Common Stock	10/28/2010	<u>S⁽¹⁾</u>	2,685	D	\$ 28.009 <u>(2)</u>	125,112	I	As custodian for minor child of Mr. Congdon
Common Stock	10/28/2010	<u>S⁽¹⁾</u>	140	D	\$ 28.009 <u>(2)</u>	45,547	I	As trustee of Audrey Lee Congdon Irrevocable Trust No. 2 dated 5/28/04

Remarks:

The reporting person may be deemed to be a "group" for purposes of Section 13(d) of the Exchange Act. The other

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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