

OLD DOMINION FREIGHT LINE INC/VA

Form 4

August 11, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONGDON JOHN R JR

(Last) (First) (Middle)

C/O OLD DOMINION FREIGHT
LINE, INC., 500 OLD DOMINION
WAY

(Street)

THOMASVILLE, NC 27360

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

OLD DOMINION FREIGHT LINE
INC/VA [ODFL]

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

08/09/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Member of Section 13(d) group

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	08/09/2016		S		16,100	D	\$ 69.99 (1)	820,406	I	As trustee of John R. Congdon Jr. Revocable Trust
Common Stock	08/10/2016		S		7,000	D	\$ 69.75 (2)	813,406	I	As trustee of John R. Congdon Jr. Revocable Trust

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Common Stock	1,494	D	
Common Stock	608,877	I	By Congdon Family, LLC ⁽³⁾
Common Stock	3,571	I	By wife as trustee of John R. Congdon, Jr. 2015 Irrevocable Trust for Benefit of Michael M. Demo
Common Stock	3,571	I	By wife as trustee of John R. Congdon, Jr. 2015 Irrevocable Trust for Benefit of Brian H. Demo
Common Stock	39,344	I	As trustee of John R. Congdon Jr. 2013 GRAT #2
Common Stock	52,667	I	As trustee of John R. Congdon, Jr. 2014 GRAT
Common Stock	100,000	I	As trustee of John R. Congdon, Jr. 2015 GRAT
Common Stock	83,610	I	As trustee of John R. Congdon, Jr. 2012 GRAT #2
Common Stock	100,000	I	As trustee of The John

R. Congdon,
Jr. 2016
GRAT

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

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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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.

08/11/2016

__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 price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.75 to \$70.75, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the

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Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.50 to \$70.21, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the

- (2) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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

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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