CONGDON DAVID S
Form 4
February 12, 2018

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CONGDON DAVID S

(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)
02/15/2017

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/15/2017		G	V	1,200	D	$ 0	640,761 (1)	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	02/15/2017		G	V	1,200	D	$ 0	89,384 (1)	I	By wife as trustee of Helen S. Congdon Revocable

										Inter Vivos Trust dated 4/24/12
Common Stock	02/16/2017		G	V	300	D	$ 0	640,161 (2)	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	02/16/2017		G	V	300	D	$ 0	89,384 (2)	I	By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12
Common Stock	02/16/2017		G	V	29,125	D	$ 0	0	I	By wife as trustee of Seay Family Trust dated 11/21/2012
Common Stock	02/23/2017		G	V	306	A	$ 0	640,467	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	02/23/2017		G	V	306	A	$ 0	92,716	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock	02/23/2017		G	V	306	A	$ 0	92,715	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	02/23/2017		G	V	306	A	$ 0	92,716	I	As trustee of Irrevocable Trust Agreement dated

										12/18/98 fbo Ashlyn Congdon
Common Stock	05/22/2017		G	V	426	D	$ 0	640,041	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	08/21/2017		G	V	15,584	D	$ 0	0 (3)	I	As trustee of David S. Congdon Grantor Retained Annuity Trust 2015
Common Stock	08/21/2017		G	V	12,987	A	$ 0	307,225	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	11/16/2017		G	V	50,665	D	$ 0	597,243 (3) (4) (5) (6)	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock								299,251	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock								645,976	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock								316,405	I	As co-trustee of the 1998 Earl E. Congdon

			Family Trust
Common Stock	318,357	I	As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011
Common Stock	175,598 (4)	I	As trustee of David S. Congdon Grantor Retained Annuity Trust 2016
Common Stock	150,000 (5)	I	As trustee of David S. Congdon Grantor Retained Annuity Trust 2017
Common Stock	209,926	I	By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Maryilyn Nowell
Common Stock	209,925	I	By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell
Common Stock	209,925	I	By wife as trustee of the David S. Congdon Irrevocable Trust #1

			FBO Ashlyn Congdon
Common Stock	192,891	I	As trustee of the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell
Common Stock	192,890	I	As trustee of the Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby
Common Stock	56,084	I	By 401(k) plan
Common Stock	7,738 (6)	D	

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. Nu Deriv Secur Bene Owne 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 DAVID S C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X		Vice Chairman and CEO	

Signatures

/s/ Ross H. Parr, by Power of Attorney	02/12/2018
**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 an exempt transfer of 1,200 shares from the David S. Congdon Revocable Trust dated 12/3/91 to the Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12 on February 15, 2017.

(2) Reflects an exempt transfer of 300 shares from the David S. Congdon Revocable Trust dated 12/3/91 to the Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12 on February 16, 2017.

(3) Reflects an exempt transfer of 66,687 shares from the David S. Congdon Grantor Retained Annuity Trust 2015 to the David S. Congdon Revocable Trust dated 12/3/91 on August 21, 2017.

(4) Reflects an exempt transfer of 89,402 shares from the David S. Congdon Grantor Retained Annuity Trust 2016 to the David S. Congdon Revocable Trust dated 12/3/91 on August 21, 2017.

(5) Reflects an exempt transfer of 150,000 shares from the David S. Congdon Revocable Trust dated 12/3/91 to the David S. Congdon Grantor Retained Annuity Trust 2017 on August 18, 2017.

(6) Reflects an exempt transfer of 1,778 shares from an account held directly by the reporting person to the David S. Congdon Revocable Trust dated 12/3/91 on August 31, 2017.

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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