CONGDON JOHN R

Form 4

February 08, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

OLD DOMINION FREIGHT LINE INC/VA [ODFL]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

_X__ Director 10% Owner Other (specify X_ Officer (give title

(Month/Day/Year)

02/06/2006

Vice Chairman of the Board

6. Individual or Joint/Group Filing(Check

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

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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)

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2.	3. Transaction Date	3A. Deemed	4.		5. Numb	oer	6. Date Exer	cisable and	7. Title and .	Amount of	8. Pric
Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative		Expiration Date		Underlying Securities		Deriva		
or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)		Securi		
Price of		(Month/Day/Year)	(Instr. 8	8)	Acquire	d					(Instr.
Derivative					(A) or						
Security				Disposed of							
			(D) (Instr. 3, 4,								
						, 4,					
					and 5)						
			Code	v	(A)	(D)	Date	Expiration	Title	Amount	
			couc	•	(11)	(D)			Title		
							Excreisable	Date			
										Silaics	
	0010610006				2 201		(2)	(2)	Common	2 201	Φ.
<u>(1)</u>	02/06/2006		A		2,201		(2)	(2)	Stock	2,201	\$ (
	Conversion or Exercise Price of Derivative	Conversion or Exercise Price of Derivative Security (Month/Day/Year)	Conversion or Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) Execution Date, if (Month/Day/Year)	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 3) Derivative Security Code Code	Conversion (Month/Day/Year) Execution Date, if Code any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security Code V	Conversion or Exercise Price of Derivative Security Execution Date, if any Code Securitiv (Month/Day/Year) (Instr. 8) Acquire (A) or Dispose (D) (Instr. 3) and 5) Code V (A)	Conversion or Exercise any Code Securities Price of (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired Derivative Security (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D)	Conversion or Exercise Price of Derivative Security Execution Date, if any Code Securities (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code Securities (Month/Day/Year) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Exercisable Date	Conversion or Exercise Price of Perivative Security Expiration Date (Month/Day/Year) (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Date (Instr. 3) Title Exercisable Date Common	Conversion of Exercise or Exercise of Exercise of Derivative Securities (Month/Day/Year) (Month/Day/Year) (Instr. 8)

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
CONGDON JOHN R C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X		Vice Chairman of the Board			

Signatures

/s/ John R.
Congdon

**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) 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 (2) 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.

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