

CONGDON DAVID S
Form 4
February 12, 2018

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman and CEO

(Last) (First) (Middle)
C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2017

(Street)
THOMASVILLE, NC 27360

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

(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	02/15/2017		G	V	1,200	D	\$ 0
					640,761 ⁽¹⁾	I	
Common Stock	02/15/2017		G	V	1,200	D	\$ 0
					89,384 ⁽¹⁾	I	

By David S. Congdon Revocable Trust dated 12/3/91

By wife as trustee of Helen S. Congdon Revocable

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Common Stock	02/16/2017	G	V	300	D	\$ 0	640,161 ⁽²⁾	I	Inter Vivos Trust dated 4/24/12 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

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Common Stock	05/22/2017	G	V	426	D	\$ 0	640,041	I	12/18/98 fbo Ashlyn Congdon 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⁾ <u>(4)</u> <u>(5)</u> <u>(6)</u>	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

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Common Stock	318,357	I	Family Trust 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

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Common Stock	192,891	I	FBO Ashlyn Congdon 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. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				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. 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.