

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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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

(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)  
02/15/2017

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

C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| Common Stock                    | 02/15/2017                           |  | G                              | V   | 1,200   | D  | \$ 0                                       |
|                                 |                                      |  |                                |   | 640,761 <sup>(1)</sup>  | I  |  |
| Common Stock                    | 02/15/2017                           |  | G                              | V   | 1,200   | D  | \$ 0                                       |
|                                 |                                      |  |                                |   | 89,384 <sup>(1)</sup>   | 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 <sup>(2)</sup> | I | Inter Vivos Trust dated 4/24/12<br>By David S. Congdon Revocable Trust dated 12/3/91 |
| Common Stock | 02/16/2017 | G | V | 300    | D | \$ 0 | 89,384 <sup>(2)</sup>  | 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<br>Ashlyn<br>Congdon<br>By David S.<br>Congdon<br>Revocable<br>Trust dated<br>12/3/91 |
| Common Stock | 08/21/2017 | G | V | 15,584 | D | \$ 0 | 0 <sup>(3)</sup>   | I | As trustee of<br>David S.<br>Congdon<br>Grantor<br>Retained<br>Annuity<br>Trust 2015               |
| Common Stock | 08/21/2017 | G | V | 12,987 | A | \$ 0 | 307,225  | I | As trustee of<br>Audrey L.<br>Congdon<br>Irrevocable<br>Trust No. 2<br>dated<br>5/28/04            |
| Common Stock | 11/16/2017 | G | V | 50,665 | D | \$ 0 | 597,243 <sup>(3)</sup><br><u>(4)</u> <u>(5)</u> <u>(6)</u> | I | By David S.<br>Congdon<br>Revocable<br>Trust dated<br>12/3/91                                      |
| Common Stock |            |   |   |        |   |      | 299,251  | I | By wife as<br>trustee of<br>David S.<br>Congdon<br>Irrevocable<br>Trust No. 2<br>dated<br>11/18/99 |
| Common Stock |            |   |   |        |   |      | 645,976  | I | As<br>co-trustee of<br>Earl E.<br>Congdon<br>GRAT<br>Remainder<br>Trust                            |
| Common Stock |            |   |   |        |   |      | 316,405  | I | As<br>co-trustee of<br>the 1998<br>Earl E.<br>Congdon  |

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

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

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Number of Derivative Securities Owned Beneficially (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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<br>C/O OLD DOMINION FREIGHT LINE, INC.<br>500 OLD DOMINION WAY<br>THOMASVILLE, NC 27360 | X             |           | Vice<br>Chairman<br>and CEO |       |

## Signatures

/s/ Ross H. Parr, by Power of Attorney  
 Date: 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.