

CONGDON DAVID S  
Form 4  
January 30, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/14/2008

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

C/O OLD DOMINION FREIGHT LINE, INC, 500 OLD DOMINION FREIGHT 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 or Disposed of (A) or (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 (A) or (D) Price			
Common Stock	02/14/2008		G	V 6,831 A \$ 0	31,389	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	02/15/2008		G	V 28,698 D \$ 0	0	I	By David S. Congdon Grantor

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Common Stock	02/15/2008	G	V	3,333	A	\$ 0	24,700	I	Retained Annuity Trust 2005 By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock	11/24/2008	I		4,490	A	\$ 22.27	21,728	I	By 401(k) plan
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	37,911	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	37,911	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	37,911	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	508,190 <sup>(1)</sup> <u>(2)</u>	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	12/22/2008	G	V	1,000	D	\$ 0	507,190	I	By David S. Congdon Revocable Trust dated 12/3/91

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Common Stock	12/22/2008	G	V	1,000	A	\$ 0	41,500	I	By wife
Common Stock							103,068	I	By daughter as trustee of Kathryn Leigh Congdon Revocable Declaration of Trust dated 5/23/06
Common Stock							287,101	I	As co-trustee of Earl E. Congdon 2003 GRAT Remainder Trust
Common Stock							29,578	D	
Common Stock							277,534	I	By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92
Common Stock							103,068	I	As custodian for minor child of Mr. Congdon
Common Stock							100,000 <sup>(2)</sup>	I	As trustee of David S. Congdon March 2008 Grantor Retained Annuity Trust

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

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SEC 1474  
(9-02)

number.

**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 Beneficially Owned Following Reported Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners