

CONGDON DAVID S

Form 4

February 19, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

02/14/2019

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Executive Chairman

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 Beneficial Ownership (Instr. 4)
Common Stock	02/14/2019		A	5,599 A	\$ 0 13,385	D	

Common
Stock

92,914

I

As trustee of
Irrevocable
Trust
Agreement
dated
12/18/98 fbo
Kathryn
Congdon

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Common Stock	92,913	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	92,914	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	395,000	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	139,384	I	By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12
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

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			Irrevocable Trust - 2011
			As trustee of
Common			David S.
Stock	104,341	I	Congdon
			Grantor
			Retained
			Annuity
			Trust 2017
			By wife as
			trustee of the
Common			David S.
Stock	209,926	I	Congdon
			Irrevocable
			Trust #1
			FBO
			Marilyn
			Nowell
			By wife as
			trustee of the
Common			David S.
Stock	209,925	I	Congdon
			Irrevocable
			Trust #1
			FBO
			Kathryn
			Harrell
			By wife as
			trustee of the
Common			David S.
Stock	209,925	I	Congdon
			Irrevocable
			Trust #1
			FBO Ashlyn
			Congdon
			As trustee of
Common			the Audrey
Stock	192,891	I	Congdon
			Irrevocable
			Trust #1
			FBO Seth
			Yowell
Common	192,890	I	As trustee of
Stock			the Audrey
			Congdon
			Irrevocable
			Trust #1

Common Stock	356,212	I	FBO Megan Oglesby By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock	56,539	I	By 401(k) plan
Common Stock	731,689	I	By David S. Congdon Revocable Trust dated 12/3/91

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

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(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. Nu Deriv Secur Bene Own 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
X		Executive Chairman	

CONGDON DAVID S
C/O OLD DOMINION FREIGHT LINE, INC.
500 OLD DOMINION WAY
THOMASVILLE, NC 27360

Signatures

/s/ David S.
Congdon

02/19/2019

__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).

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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