

YOWELL JOHN B
Form 4
January 23, 2006

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 *
YOWELL JOHN B

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)
Executive Vice President

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

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2005

(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/19/2005 | | G | V 1,000 D \$ 0 | 541,742 ⁽¹⁾ ₍₂₎ | I | By wife as trustee for Audrey L. Congdon Revocable Trust Dated 3/27/92 |
| Common Stock | 12/19/2005 | | G | V 1,750 A \$ 0 | 62,266 ⁽¹⁾ | D | |
| | 12/19/2005 | | G | V 750 A \$ 0 | 542,492 ⁽¹⁾ | I | |

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| | | | | | | | | | |
|--------------|------------|---|---|---------|---|------|------------------------|---|---|
| Common Stock | | | | | | | | | By wife as trustee for Audrey L. Congdon Revocable Trust Dated 3/27/92 |
| Common Stock | 12/19/2005 | G | V | 750 | A | \$ 0 | 35,161 ⁽¹⁾ | I | By wife as trustee for Irrevocable Trust Dated 12/18/98 fbo Seth Yowell |
| Common Stock | 12/19/2005 | G | V | 750 | A | \$ 0 | 35,161 ⁽¹⁾ | I | By wife as trustee for Irrevocable Trust Dated 12/18/98 fbo Megan Yowell |
| Common Stock | 12/22/2005 | G | V | 120,000 | A | \$ 0 | 120,000 | I | By wife as trustee for the Karen C. Pigman Grantor Retained Annuity Trust |
| Common Stock | 12/27/2005 | G | V | 4,491 | D | \$ 0 | 538,001 ⁽¹⁾ | I | By wife as trustee for Audrey L. Congdon Revocable Trust Dated 3/27/92 |
| Common Stock | | | | | | | 168,327 ⁽¹⁾ | I | As Trustee for Audrey L. Congdon Irrevocable Trust #1 Dated 12/1/92 |
| Common Stock | | | | | | | 5,953 ⁽¹⁾ | I | By wife |
| Common Stock | | | | | | | 206,136 ⁽¹⁾ | I | By wife as custodian for minor |

| | | | |
|-----------------|------------------------|---|--|
| Common Stock | 62,085 ⁽¹⁾ | I | children of Mr. Yowell By wife through Audrey L. Congdon Grantor Retained Annuity Trust Dated May 28, 2004 By wife as trustee for Audrey L. Congdon Grantor Retained Annuity Trust 2005 |
| Common Stock | 120,000 ⁽²⁾ | I | By wife as trustee for Audrey L. Congdon Grantor Retained Annuity Trust 2005 |

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 |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

YOWELL JOHN B
C/O OLD DOMINION FREIGHT LINE, INC.
500 OLD DOMINION WAY
THOMASVILLE, NC 27360

Executive
Vice
President

Signatures

/s/ John B. 01/18/2006
Yowell

 Signature of Date
Reporting Person

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) Adjusted to reflect three-for-two stock split on November 30, 2005.
- (2) On November 30, 2005, the reporting person's wife transferred 120,000 shares from the Audrey L. Congdon Revocable Trust Dated 3/27/92 to the Audrey L. Congdon Grantor Retained Annuity Trust 2005.

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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