

OLD DOMINION FREIGHT LINE INC/VA
 Form 4
 February 10, 2017

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 JOHN R JR

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)
 C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2016

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

(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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------------|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/22/2016 | | G | V | 1,290 | D | \$ 0 | 947,556 | I | As trustee of John R. Congdon Jr. Revocable Trust |
| Common Stock | 11/03/2016 | | G | V | 6,920 | D | \$ 0 | 807,404 ⁽¹⁾ | I | As trustee of John R. Congdon Jr. Revocable Trust |

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| | | | | | | | | | |
|--------------|------------|---|---|---------|---|------|--------------------------|---|--|
| Common Stock | 11/11/2016 | G | V | 608,877 | D | \$ 0 | 0 | I | By Congdon Family, LLC ⁽²⁾ |
| Common Stock | 11/11/2016 | G | V | 608,877 | A | \$ 0 | 1,422,180 ⁽³⁾ | I | As trustee of John R. Congdon Jr. Revocable Trust |
| Common Stock | 11/11/2016 | G | V | 42,493 | A | \$ 0 | 46,064 | I | By wife as trustee of John R. Congdon, Jr. 2015 Irrevocable Trust for Benefit of Michael M. Demo |
| Common Stock | 11/11/2016 | G | V | 42,493 | A | \$ 0 | 46,064 | I | By wife as trustee of John R. Congdon, Jr. 2015 Irrevocable Trust for Benefit of Brian H. Demo |
| Common Stock | | | | | | | 1,494 | D | |
| Common Stock | | | | | | | 33,445 | I | As trustee of John R. Congdon Jr. 2013 GRAT #2 |
| Common Stock | | | | | | | 50,505 | I | As trustee of John R. Congdon, Jr. 2015 GRAT |
| Common Stock | | | | | | | 71,754 | I | As trustee of John R. Congdon, Jr. 2012 GRAT #2 |
| Common Stock | | | | | | | 100,000 | I | As trustee of The John R. Congdon, Jr. |

| | | | |
|--------------|---------|---|--|
| Common Stock | 100,000 | I | 2016 GRAT As trustee of The John R. Congdon, Jr. 2016 GRAT #2 |
|--------------|---------|---|--|

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. 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. 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 JOHN R JR C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360 | | X | | |

Signatures

/s/ John R. Congdon, Jr. 02/10/2017
 **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).

- Reflects (i) a previously reported gift on May 25, 2016; (ii) a transfer of 100,000 shares from John R. Congdon Jr. Revocable Trust to The John R. Congdon, Jr. 2016 GRAT on May 26, 2016; (iii) transactions previously reported in August 2016; (iv) a transfer of 100,000 shares from John R. Congdon Jr. Revocable Trust to The John R. Congdon, Jr. 2016 GRAT #2 on August 19, 2016; (v) a transfer of 49,495 shares from John R. Congdon, Jr. 2015 GRAT to John R. Congdon Jr. Revocable Trust on August 19, 2016; (vi) a transfer of 52,667 shares from John R. Congdon, Jr. 2014 GRAT to John R. Congdon Jr. Revocable Trust on August 26, 2016; and (vii) a transfer of 11,856 shares from John R. Congdon, Jr. 2012 GRAT #2 to John R. Congdon Jr. Revocable Trust on August 26, 2016.
- (1)
 - (2) John R. Congdon, Jr. serves as a manager of Congdon Family, LLC. The John R. Congdon, Jr. Revocable Trust, of which John R. Congdon, Jr. serves as the trustee, is a member of Congdon Family, LLC.
 - (3) Reflects a transfer of 5,899 shares from John R. Congdon Jr. 2013 GRAT #2 to John R. Congdon Jr. Revocable Trust on November 21, 2016.

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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