

CONGDON JOHN R JR
Form 4
February 12, 2019

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)
05/29/2018

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 Indirect Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Stock	05/29/2018		G	V	43,256	D	\$ 0 0 ⁽¹⁾	I	As trustee of the John R. Congdon, Jr. 2016 GRAT
Common Stock	08/20/2018		G	V	39,898	D	\$ 0 0 ⁽²⁾	I	As trustee of the John R. Congdon, Jr. 2016 GRAT #2
	11/26/2018		G	V	22,863	D	\$ 0 0 ⁽³⁾	I	

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Common Stock						As trustee of the John R. Congdon, Jr. 2013 GRAT #2
Common Stock		1,419,109	<u>(1)</u>	I		As trustee of the John R. Congdon, Jr. Revocable Trust
		<u>(2)</u>	<u>(4)</u>	<u>(5)</u>	<u>(3)</u>	
Common Stock		100,000	<u>(5)</u>	I		As trustee of the John R. Congdon, Jr. 2018 GRAT
Common Stock		46,064		I		By wife as trustee of the John R. Congdon, Jr. 2015 Irrevocable Trust for Benefit of Michael M. Demo
Common Stock		46,064		I		By wife as trustee of the John R. Congdon, Jr. 2015 Irrevocable Trust for Benefit of Brian H. Demo
Common Stock		835	<u>(4)</u>	D		

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Own Follo Repo Trans (Instr
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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. 02/12/2019
**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).
- (1) Reflects an exempt transfer of 23,263 shares from the John R. Congdon, Jr. 2016 GRAT to the John R. Congdon, Jr. Revocable Trust on May 29, 2018.
- (2) Reflects an exempt transfer of 26,365 shares from the John R. Congdon, Jr. 2016 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on August 20, 2018.
- (3) Reflects an exempt transfer of 5,554 shares from the John R. Congdon, Jr. 2013 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on November 26, 2018.
- (4) Reflects an exempt transfer of 2,644 shares from an account held directly by the reporting person to the John R. Congdon, Jr. Revocable Trust on August 22, 2018.
- (5) Reflects an exempt transfer of 100,000 shares from the John R. Congdon, Jr. Revocable Trust to the John R. Congdon, Jr. 2018 GRAT on October 12, 2018.

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.