

Katz Robert L  
 Form 4  
 March 15, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Katz Robert L

(Last) (First) (Middle)

C/O INGERSOLL-RAND  
 COMPANY, 800-E BEATY  
 STREET

(Street)

DAVIDSON, NC 28036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Ingersoll-Rand plc [IR]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/13/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
 (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 of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying	8. Price of Derivative
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Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6.

Citizenship or place of organization

Virginia

Number of  
shares  
beneficially  
owned by  
each  
reporting  
person  
with

7.

Sole voting power

318,082

8.

Shared voting power

0

9.

Sole dispositive power

318,082

10.

Explanation of Responses:

Shared dispositive power

0

11.

Aggregate amount beneficially owned by each reporting person

318,082

12.

Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13.

Percent of class represented by amount in Row (11)

0.6%

14.

Type of reporting person (see instructions)

OO

**Item 1. Security and Issuer**

This Schedule 13D/A amends the Schedule 13D originally filed by the Filing Group described therein on September 9, 2010 (the Original Schedule 13D ) with respect to shares of common stock, \$0.10 par value per share (the Common Stock ), of Old Dominion Freight Line, Inc., a Virginia corporation (the Company ). The principal executive offices of the Company are located at 500 Old Dominion Way, Thomasville, NC 27360. Except as amended herein, the Original Schedule 13D remains in full force and effect and should be read together with this Amendment No. 1. Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Original Schedule 13D.

**Item 2. Identity and Background**

Item 2 is not amended except to the extent that the Common Stock holdings of the members of the Filing Group have been reduced, as described in detail under Items 4 and 5.

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 is not amended.

**Item 4. Purpose of the Transaction**

Item 4 is amended to add the following to the end of the existing disclosure:

Between September 13, 2010 and September 21, 2010, the members of the Filing Group, or trusts of which members of the Filing Group are trustees or co-trustees, sold an aggregate of 874,605 shares of Common Stock in open market transactions pursuant to the 10b5-1 Plans. Information regarding those sales is set forth under Item 5(c) below and is incorporated herein by reference.

Except as set forth herein, the Filing Group does not have any present plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of the instructions to this Item 4 of Schedule 13D.

**Item 5. Interest in Securities of the Issuer**

Item 5 is amended and restated in its entirety to read as follows:

(a), (b):

Earl E. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 2,170,712  
Percentage: 3.9%

(b) Sole power to vote or direct the vote: 1,959,775  
Shared power to vote or direct the vote: 210,937

Sole power to dispose or direct the disposition: 1,959,775

Shared power to dispose or direct the disposition: 210,937

David S. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 2,493,739  
Percentage: 4.5%

(b) Sole power to vote or direct the vote: 1,275,012  
Shared power to vote or direct the vote: 1,218,727

Sole power to dispose or direct the disposition: 1,275,012

Shared power to dispose or direct the disposition: 1,218,727

Marilyn M. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 135,829  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 135,829

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 135,829

Kathryn L. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 135,829  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 135,829

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 135,829

Explanation of Responses:

Helen S. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 516,418  
Percentage: 0.9%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 516,418

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 516,418

Audrey L. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 2,806,053  
Percentage: 5.0%

(b) Sole power to vote or direct the vote: 632,345  
Shared power to vote or direct the vote: 2,173,708

Sole power to dispose or direct the disposition: 632,345

Shared power to dispose or direct the disposition: 2,173,708

Audrey L. Congdon Irrevocable Trust Number Two Dated May 28, 2004

(a) Aggregate number of shares of Common Stock beneficially owned: 46,105  
Percentage: 0.1%

(b) Sole power to vote or direct the vote: 46,105  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 46,105

Shared power to dispose or direct the disposition: 0

John B. Yowell

(a) Aggregate number of shares of Common Stock beneficially owned: 1,743,057  
Percentage: 3.1%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 1,743,057

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 1,743,057

Seth Morgan Yowell Irrevocable Inter Vivos Trust Dated August 25, 2010

(a) Aggregate number of shares of Common Stock beneficially owned: 135,829  
Percentage: 0.2%

Explanation of Responses:



(b) Sole power to vote or direct the vote: 135,829  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 135,829

Shared power to dispose or direct the disposition: 0

Megan Elise Yowell Irrevocable Inter Vivos Trust Dated August 25, 2010

(a) Aggregate number of shares of Common Stock beneficially owned: 135,829  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 135,829  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 135,829

Shared power to dispose or direct the disposition: 0

Karen C. Pigman

(a) Aggregate number of shares of Common Stock beneficially owned: 1,754,571  
Percentage: 3.1%

(b) Sole power to vote or direct the vote: 866,335  
Shared power to vote or direct the vote: 888,236

Sole power to dispose or direct the disposition: 866,335

Shared power to dispose or direct the disposition: 888,236

Melissa A. Penley

(a) Aggregate number of shares of Common Stock beneficially owned: 135,829  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 135,829

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 135,829

Matthew A. Penley

(a) Aggregate number of shares of Common Stock beneficially owned: 135,829  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 135,829

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 135,829

Explanation of Responses:

Mark A. Penley

(a) Aggregate number of shares of Common Stock beneficially owned: 135,829  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 135,829

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 135,829

John R. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 2,858,592  
Percentage: 5.1%

(b) Sole power to vote or direct the vote: 2,647,655  
Shared power to vote or direct the vote: 210,937

Sole power to dispose or direct the disposition: 2,647,655

Shared power to dispose or direct the disposition: 210,937

Natalie N. Congdon Revocable Trust Dated August 29, 1991

(a) Aggregate number of shares of Common Stock beneficially owned: 0  
Percentage: 0.0%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 0

John R. Congdon, Jr.

(a) Aggregate number of shares of Common Stock beneficially owned: 2,710,061  
Percentage: 4.8%

(b) Sole power to vote or direct the vote: 1,752,962  
Shared power to vote or direct the vote: 957,099

Sole power to dispose or direct the disposition: 1,752,962

Shared power to dispose or direct the disposition: 957,099

Susan C. Terry

(a) Aggregate number of shares of Common Stock beneficially owned: 764,873  
Percentage: 1.4%

Explanation of Responses:

(b) Sole power to vote or direct the vote: 764,873  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 764,873

Shared power to dispose or direct the disposition: 0

Jeffrey W. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 2,902,570  
Percentage: 5.2%

(b) Sole power to vote or direct the vote: 1,945,471  
Shared power to vote or direct the vote: 957,099

Sole power to dispose or direct the disposition: 1,945,471

Shared power to dispose or direct the disposition: 957,099

John R. Congdon Trust for Jeffrey Whitefield Congdon, Jr. Dated January 2, 1991

(a) Aggregate number of shares of Common Stock beneficially owned: 327,511  
Percentage: 0.6%

(b) Sole power to vote or direct the vote: 327,511  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 327,511

Shared power to dispose or direct the disposition: 0

John R. Congdon Trust for Mark Ross Congdon Dated January 2, 1991

(a) Aggregate number of shares of Common Stock beneficially owned: 327,763  
Percentage: 0.6%

(b) Sole power to vote or direct the vote: 327,763  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 327,763

Shared power to dispose or direct the disposition: 0

John R. Congdon Trust for Peter Whitefield Congdon Dated January 2, 1991

(a) Aggregate number of shares of Common Stock beneficially owned: 300,325  
Percentage: 0.5%

(b) Sole power to vote or direct the vote: 300,325  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 300,325

Shared power to dispose or direct the disposition: 0

Explanation of Responses:

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John R. Congdon Trust for Michael Davis Congdon Dated January 2, 1991

(a) Aggregate number of shares of Common Stock beneficially owned: 304,303  
Percentage: 0.5%

(b) Sole power to vote or direct the vote: 304,303  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 304,303

Shared power to dispose or direct the disposition: 0

John R. Congdon Trust for Mary Evelyn Congdon Dated January 2, 1991

(a) Aggregate number of shares of Common Stock beneficially owned: 304,301  
Percentage: 0.5%

(b) Sole power to vote or direct the vote: 304,301  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 304,301

Shared power to dispose or direct the disposition: 0

John R. Congdon Trust for Kathryn Lawson Terry Dated January 2, 1991

(a) Aggregate number of shares of Common Stock beneficially owned: 322,035  
Percentage: 0.6%

(b) Sole power to vote or direct the vote: 322,035  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 322,035

Shared power to dispose or direct the disposition: 0

John R. Congdon Trust for Nathaniel Everett Terry Dated January 2, 1991

(a) Aggregate number of shares of Common Stock beneficially owned: 316,982  
Percentage: 0.6%

(b) Sole power to vote or direct the vote: 316,982  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 316,982

Shared power to dispose or direct the disposition: 0

John R. Congdon Trust for Hunter Andrew Terry Dated January 2, 1991

(a) Aggregate number of shares of Common Stock beneficially owned: 318,082  
Percentage: 0.6%

Explanation of Responses:



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**(b)** Sole power to vote or direct the vote: 318,082  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 318,082

Shared power to dispose or direct the disposition: 0

**(c)** : Between September 13, 2010 and September 21, 2010, the members of the Filing Group, or trusts of which members of the Filing Group are trustees or co-trustees, sold an aggregate of 874,605 shares of Common Stock in open market transactions pursuant to the 10b5-1 Plans. Information regarding the sales is as follows:

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Earl E. Congdon Revocable Trust (Earl E. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	29,054	\$ 25.4195
9/14/10	20,789	\$ 25.4546
9/15/10	6,774	\$ 25.3434
9/16/10	27,545	\$ 25.9620
9/16/10	8,299	\$ 26.1053
9/17/10	25,050	\$ 26.1302
9/21/10	14,151	\$ 26.0861
Total	131,662	

David S. Congdon Revocable Trust (David S. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	7,763	\$ 25.4195
9/14/10	5,560	\$ 25.4546
9/15/10	1,810	\$ 25.3434
9/16/10	7,364	\$ 25.9620
9/16/10	2,219	\$ 26.1053
9/17/10	6,697	\$ 26.1302
9/21/10	3,783	\$ 26.0861
Total	35,196	

Also, on September 3, 2010, David S. Congdon transferred 13,192 shares from his personal account to the David S. Congdon Revocable Trust for no value.

David S. Congdon, as Custodian for Ashlyn L. Congdon

Date	Number of Shares Sold	Weighted Average Price
9/13/10	4,143	\$ 25.4195
9/14/10	2,964	\$ 25.4546
9/15/10	966	\$ 25.3434
9/16/10	3,927	\$ 25.9620
9/16/10	1,183	\$ 26.1053
9/17/10	3,572	\$ 26.1302
9/21/10	2,018	\$ 26.0861
Total	18,773	

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Marilyn Marie Congdon Revocable Declaration of Trust (Marilyn M. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	4,143	\$ 25.4195
9/14/10	2,964	\$ 25.4546
9/15/10	966	\$ 25.3434
9/16/10	3,927	\$ 25.9620
9/16/10	1,183	\$ 26.1053
9/17/10	3,572	\$ 26.1302
9/21/10	2,018	\$ 26.0861
Total	18,773	

Kathryn Leigh Congdon Revocable Declaration of Trust (Kathryn L. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	4,143	\$ 25.4195
9/14/10	2,964	\$ 25.4546
9/15/10	966	\$ 25.3434
9/16/10	3,927	\$ 25.9620
9/16/10	1,183	\$ 26.1053
9/17/10	3,572	\$ 26.1302
9/21/10	2,018	\$ 26.0861
Total	18,773	

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Helen S. Congdon

Date	Number of Shares Sold	Weighted Average Price
9/13/10	647	\$ 25.4195
9/14/10	463	\$ 25.4546
9/15/10	151	\$ 25.3434
9/16/10	614	\$ 25.9620
9/16/10	185	\$ 26.1053
9/17/10	558	\$ 26.1302
9/21/10	315	\$ 26.0861
Total	2,933	

Audrey L. Congdon Revocable Trust (Audrey L. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	8,415	\$ 25.4195
9/14/10	6,021	\$ 25.4546
9/15/10	1,962	\$ 25.3434
9/16/10	7,978	\$ 25.9620
9/16/10	2,403	\$ 26.1053
9/17/10	7,255	\$ 26.1302
9/21/10	4,098	\$ 26.0861
Total	38,132	

Audrey L. Congdon Irrevocable Trust Number Two Dated May 28, 2004 (David S. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	216	\$ 25.4195
9/14/10	154	\$ 25.4546
9/15/10	50	\$ 25.3434
9/16/10	205	\$ 25.9620
9/16/10	62	\$ 26.1053
9/17/10	186	\$ 26.1302
9/21/10	105	\$ 26.0861
Total	978	

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Seth Morgan Yowell Irrevocable Inter Vivos Trust (Audrey L. Congdon and John B. Yowell, Co-Trustees)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	4,143	\$ 25.4195
9/14/10	2,964	\$ 25.4546
9/15/10	966	\$ 25.3434
9/16/10	3,927	\$ 25.9620
9/16/10	1,183	\$ 26.1053
9/17/10	3,572	\$ 26.1302
9/21/10	2,018	\$ 26.0861
Total	18,773	

Megan Elise Yowell Irrevocable Inter Vivos Trust (Audrey L. Congdon and John B. Yowell, Co-Trustees)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	4,143	\$ 25.4195
9/14/10	2,964	\$ 25.4546
9/15/10	966	\$ 25.3434
9/16/10	3,927	\$ 25.9620
9/16/10	1,183	\$ 26.1053
9/17/10	3,572	\$ 26.1302
9/21/10	2,018	\$ 26.0861
Total	18,773	

Karen C. Pigman Revocable Trust (Karen C. Pigman, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	17,261	\$ 25.4195
9/14/10	12,351	\$ 25.4546
9/15/10	4,025	\$ 25.3434
9/16/10	16,364	\$ 25.9620
9/16/10	4,930	\$ 26.1053
9/17/10	14,882	\$ 26.1302
9/21/10	8,407	\$ 26.0861
Total	78,220	

Melissa A. Penley Revocable Trust (Melissa A. Penley, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	4,143	\$ 25.4195
9/14/10	2,964	\$ 25.4546
9/15/10	966	\$ 25.3434
9/16/10	3,927	\$ 25.9620
9/16/10	1,183	\$ 26.1053
9/17/10	3,572	\$ 26.1302
9/21/10	2,018	\$ 26.0861
Total	18,773	

Matthew A. Penley Revocable Trust (Matthew A. Penley, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	4,143	\$ 25.4195
9/14/10	2,964	\$ 25.4546
9/15/10	966	\$ 25.3434
9/16/10	3,927	\$ 25.9620
9/16/10	1,183	\$ 26.1053
9/17/10	3,572	\$ 26.1302
9/21/10	2,018	\$ 26.0861
Total	18,773	

Mark A. Penley Revocable Trust (Mark A. Penley, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	4,143	\$ 25.4195
9/14/10	2,964	\$ 25.4546
9/15/10	966	\$ 25.3434
9/16/10	3,927	\$ 25.9620
9/16/10	1,183	\$ 26.1053
9/17/10	3,572	\$ 26.1302
9/21/10	2,018	\$ 26.0861
Total	18,773	

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John R. Congdon Revocable Trust (John R. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	27,780	\$ 25.4195
9/14/10	19,878	\$ 25.4546
9/15/10	6,477	\$ 25.3434
9/16/10	26,337	\$ 25.9620
9/16/10	8,799	\$ 26.1053
9/17/10	26,560	\$ 26.1302
9/21/10	15,004	\$ 26.0861
Total	130,835	

Natalie N. Congdon Revocable Trust Dated August 29, 1991 (John R. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	3,026	\$ 25.4195
9/14/10	2,166	\$ 25.4546
9/15/10	706	\$ 25.3434
9/16/10	2,869	\$ 25.9620
Total	8,767	

John R. Congdon, Jr. Revocable Trust (John R. Congdon, Jr., Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	6,162	\$ 25.4195
9/14/10	4,409	\$ 25.4546
9/15/10	1,437	\$ 25.3434
9/16/10	5,842	\$ 25.9620
9/16/10	1,760	\$ 26.1053
9/17/10	5,313	\$ 26.1302
9/21/10	3,001	\$ 26.0861
Total	27,924	

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Susan C. Terry Revocable Trust (Susan C. Terry, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	11,340	\$ 25.4195
9/14/10	8,114	\$ 25.4546
9/15/10	2,644	\$ 25.3434
9/16/10	10,751	\$ 25.9620
9/16/10	3,239	\$ 26.1053
9/17/10	9,777	\$ 26.1302
9/21/10	5,523	\$ 26.0861
Total	51,388	

Jeffrey W. Congdon Revocable Trust (Jeffrey W. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	8,371	\$ 25.4195
9/14/10	5,990	\$ 25.4546
9/15/10	1,952	\$ 25.3434
9/16/10	7,937	\$ 25.9620
9/16/10	2,391	\$ 26.1053
9/17/10	7,218	\$ 26.1302
9/21/10	4,077	\$ 26.0861
Total	37,936	

John R. Congdon Trust for Jeffrey Whitefield Congdon, Jr. (John R. Congdon, Jr., Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	5,972	\$ 25.4195
9/14/10	4,273	\$ 25.4546
9/15/10	1,392	\$ 25.3434
9/16/10	5,662	\$ 25.9620
9/16/10	1,706	\$ 26.1053
9/17/10	5,149	\$ 26.1302
9/21/10	2,909	\$ 26.0861
Total	27,063	



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John R. Congdon Trust for Mark Ross Congdon (John R. Congdon, Jr., Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	5,972	\$ 25.4195
9/14/10	4,273	\$ 25.4546
9/15/10	1,392	\$ 25.3434
9/16/10	5,662	\$ 25.9620
9/16/10	1,706	\$ 26.1053
9/17/10	5,149	\$ 26.1302
9/21/10	2,909	\$ 26.0861
Total	27,063	

John R. Congdon Trust for Peter Whitefield Congdon (Jeffrey W. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	6,128	\$ 25.4195
9/14/10	4,385	\$ 25.4546
9/15/10	1,429	\$ 25.3434
9/16/10	5,809	\$ 25.9620
9/16/10	1,750	\$ 26.1053
9/17/10	5,283	\$ 26.1302
9/21/10	2,984	\$ 26.0861
Total	27,768	

John R. Congdon Trust for Michael Davis Congdon (Jeffrey W. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	6,214	\$ 25.4195
9/14/10	4,446	\$ 25.4546
9/15/10	1,449	\$ 25.3434
9/16/10	5,891	\$ 25.9620
9/16/10	1,775	\$ 26.1053
9/17/10	5,357	\$ 26.1302
9/21/10	3,026	\$ 26.0861
Total	28,158	

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John R. Congdon Trust for Mary Evelyn Congdon (Jeffrey W. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	6,214	\$ 25.4195
9/14/10	4,446	\$ 25.4546
9/15/10	1,449	\$ 25.3434
9/16/10	5,891	\$ 25.9620
9/16/10	1,775	\$ 26.1053
9/17/10	5,357	\$ 26.1302
9/21/10	3,026	\$ 26.0861
Total	28,158	

John R. Congdon Trust for Kathryn Lawson Terry (John R. Congdon, Jr. and Jeffrey W. Congdon, Co-Trustees)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	4,488	\$ 25.4195
9/14/10	3,211	\$ 25.4546
9/15/10	1,046	\$ 25.3434
9/16/10	4,255	\$ 25.9620
9/16/10	1,282	\$ 26.1053
9/17/10	3,869	\$ 26.1302
9/21/10	2,186	\$ 26.0861
Total	20,337	

John R. Congdon Trust for Nathaniel Everett Terry (John R. Congdon, Jr. and Jeffrey W. Congdon, Co-Trustees)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	3,280	\$ 25.4195
9/14/10	2,347	\$ 25.4546
9/15/10	765	\$ 25.3434
9/16/10	3,109	\$ 25.9620
9/16/10	937	\$ 26.1053
9/17/10	2,828	\$ 26.1302
9/21/10	1,597	\$ 26.0861
Total	14,863	

John R. Congdon Trust for Hunter Andrew Terry (John R. Congdon, Jr. and Jeffrey W. Congdon, Co-Trustees)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	1,553	\$ 25.4195
9/14/10	1,112	\$ 25.4546
9/15/10	362	\$ 25.3434
9/16/10	1,473	\$ 25.9620
9/16/10	444	\$ 26.1053
9/17/10	1,339	\$ 26.1302
9/21/10	757	\$ 26.0861
Total	7,040	

(d) None.

(e) Not applicable, except with respect to the Natalie N. Congdon Revocable Trust, as to which the date is September 16, 2010.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 is not amended.

**Item 7. Material to be filed as Exhibits**

Exhibit No.	Description
1	Joint Filing Agreement, dated September 9, 2010, between and among the members of the Filing Group, pursuant to Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended, incorporated herein by reference from Exhibit 99.1 to the Schedule 13D filed by the Filing Group on September 9, 2010.
2	Power of Attorney executed by the members of the Filing Group authorizing Joel B. McCarty, Jr., J. Wes Frye, John P. Booker, III and Alice G. Gibson, and each of them, to sign and file Schedule 13D and related documents and amendments thereto on behalf of each person or entity who executed such Power of Attorney, incorporated herein by reference from Exhibit 99.2 to the Schedule 13D filed by the Filing Group on September 9, 2010.
3	Form of Rule 10b5-1 Sales Plan between Stifel, Nicolaus & Company, Incorporated and the members of the Filing Group, or trusts of which members of the Filing Group are trustees or co-trustees,

incorporated herein by reference from Exhibit 99.3 to the Schedule 13D filed by the Filing Group on September 9, 2010.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 24, 2010

EARL E. CONGDON

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Earl E. Congdon

DAVID S. CONGDON

/s/ Joel B. McCarty, Jr., by Power of Attorney  
David S. Congdon

MARILYN M. CONGDON

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Marilyn M. Congdon

KATHRYN L. CONGDON

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Kathryn L. Congdon

HELEN S. CONGDON

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Helen S. Congdon

AUDREY L. CONGDON

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Audrey L. Congdon

AUDREY L. CONGDON IRREVOCABLE TRUST  
NUMBER TWO DATED MAY 28, 2004

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
David S. Congdon, Trustee

JOHN B. YOWELL

/s/ Joel B. McCarty, Jr., by Power of Attorney  
John B. Yowell

SETH MORGAN YOWELL IRREVOCABLE INTER  
VIVOS TRUST DATED AUGUST 25, 2010

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
Audrey L. Congdon, Co-Trustee

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
John B. Yowell, Co-Trustee

MEGAN ELISE YOWELL IRREVOCABLE INTER  
VIVOS TRUST AUGUST 25, 2010

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
Audrey L. Congdon, Co-Trustee

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
John B. Yowell, Co-Trustee

KAREN C. PIGMAN

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Karen C. Pigman

MELISSA A. PENLEY

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Melissa A. Penley

MATTHEW A. PENLEY

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Matthew A. Penley

MARK A. PENLEY

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Mark A. Penley

JOHN R. CONGDON

/s/ Joel B. McCarty, Jr., by Power of Attorney  
John R. Congdon

NATALIE N. CONGDON REVOCABLE TRUST  
DATED AUGUST 29, 1991

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
John R. Congdon, Trustee

JOHN R. CONGDON, JR.

/s/ Joel B. McCarty, Jr., by Power of Attorney  
John R. Congdon, Jr.

SUSAN C. TERRY

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Susan C. Terry

JEFFREY W. CONGDON

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Jeffrey W. Congdon

JOHN R. CONGDON TRUST FOR JEFFREY  
WHITEFIELD CONGDON, JR. DATED JANUARY 2,  
1991

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON TRUST FOR MARK ROSS  
CONGDON DATED JANUARY 2, 1991

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON TRUST FOR PETER  
WHITEFIELD CONGDON DATED JANUARY 2, 1991

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST FOR MICHAEL DAVIS  
CONGDON DATED JANUARY 2, 1991

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST FOR MARY EVELYN  
CONGDON DATED JANUARY 2, 1991

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST FOR KATHRYN  
LAWSON TERRY DATED JANUARY 2, 1991

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
John R. Congdon, Jr., Co-Trustee

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
Jeffrey W. Congdon, Co-Trustee

JOHN R. CONGDON TRUST FOR NATHANIEL  
EVERETT TERRY DATED JANUARY 2, 1991

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
John R. Congdon, Jr., Co-Trustee

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
Jeffrey W. Congdon, Co-Trustee

JOHN R. CONGDON TRUST FOR HUNTER  
ANDREW TERRY DATED JANUARY 2, 1991

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
John R. Congdon, Jr., Co-Trustee

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
Jeffrey W. Congdon, Co-Trustee