

CONGDON DAVID S  
Form 4  
August 17, 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 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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice Chairman and CEO

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

3. Date of Earliest Transaction (Month/Day/Year)  
08/15/2017

(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 Beneficial Ownership (Instr. 4)                 |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 08/15/2017                           |  | S                              | 575 D   | \$ 97.83 (1) 294,238  | I  | As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04 |
| Common Stock                    |                                      |  |                                |   | 9,516   | D  |   |
|                                 |                                      |  |                                |   | 92,716 (5)  | I  |   |

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|              |         |                |   |  |
|--------------|---------|----------------|---|--|
| Common Stock |         |                |   | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon      |
| Common Stock | 92,715  | <sup>(5)</sup> | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon     |
| Common Stock | 92,716  | <sup>(5)</sup> | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon     |
| Common Stock | 89,384  |                | I | By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12 |
| Common Stock | 640,041 | <sup>(6)</sup> | I | By David S. Congdon Revocable Trust dated 12/3/91                                |
| Common Stock | 299,251 |                | I | By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99    |
| Common Stock | 316,405 |                | I | As co-trustee of   |

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|              |                        |   |  |
|--------------|------------------------|---|--|
| Common Stock | 645,976                | I | the 1998 Earl E. Congdon Family Trust<br>As co-trustee of Earl E. Congdon GRAT Remainder Trust |
| Common Stock | 318,357                | I | As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011                  |
| Common Stock | 82,271                 | I | As trustee of David S. Congdon Grantor Retained Annuity Trust 2015                             |
| Common Stock | 265,000                | I | As trustee of David S. Congdon Grantor Retained Annuity Trust 2016                             |
| Common Stock | 55,947                 | I | By 401(k) plan   |
| Common Stock | 209,926 <sup>(2)</sup> | I | By wife as Trustee of the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell             |
| Common Stock | 209,925 <sup>(2)</sup> | I | By wife as Trustee of  |

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|              |                    |   |   |
|--------------|--------------------|---|---|
| Common Stock | 209,925 <u>(2)</u> | I | the David Congdon Irrevocable Trust #1 FBO Kathryn Harrell<br>By wife as Trustee of the David Congdon Irrevocable Trust #1 FBO Ashlyn Congdon |
| Common Stock | 192,891 <u>(3)</u> | I | As Trustee of the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell   |
| Common Stock | 192,890 <u>(3)</u> | I | As Trustee of the Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby   |
| Common Stock | 0 <u>(2)</u>       | I | By wife as trustee of David S. Congdon Irrevocable Trust No. 1 dated 12/1/92  |
| Common Stock | 0 <u>(3)</u>       | I | As trustee of Audrey L. Congdon Irrevocable Trust No. 1 dated 12/1/92   |
| Common       | 0 <u>(4)</u>       | I | By wife as  |

Stock

trustee of  
Seay Family  
Trust dated  
11/21/2012

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. Number of Derivative Securities Owned Following Transaction (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 DAVID S<br>C/O OLD DOMINION FREIGHT LINE, INC.<br>500 OLD DOMINION WAY<br>THOMASVILLE, NC 27360 | X             |           | Vice Chairman and CEO |       |

## Signatures

/s/ David S. Congdon 08/17/2017

\*\*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).

(1)

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The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.81 to \$97.84, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (2) Reflects exempt transfer of: (i) 209,926 shares to the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell on February 27, 2017; (ii) 209,925 shares to the David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell on February 27, 2017; and (iii) 209,925 shares to the David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon on February 27, 2017.
- (3) Reflects exempt transfer of: (i) 192,891 shares to the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell on February 27, 2017; and (ii) 192,890 shares to the Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby on February 27, 2017.
- (4) Reflects exempt transfer of: (i) 9,708 shares to James L. Seay, Jr. on February 16, 2017; (ii) 9,708 shares to R. Andrew Seay on February 16, 2017; and (iii) 9,709 shares to Thomas M. Seay on February 16, 2017.
- (5) Reflects receipt of gifts in an aggregate amount of 306 shares on February 23, 2017.
- (6) Reflects gifts made of: (i) 2,400 shares on February 15, 2017; (ii) 600 shares on February 16, 2017; and (iii) 426 shares on May 22, 2017. Also reflects receipt of a gift of 306 shares on February 23, 2017.

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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