

CONGDON EARL E
Form 4
January 30, 2009

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 EARL E

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 Chairman

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2008

(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	12/15/2008		G	V 990,375 D \$ 0 0		D	
Common Stock					1,262,422 ⁽¹⁾ <u>(2)</u>	I	By Earl E. Congdon Revocable Trust
Common Stock					21,718	I	By 401(k) plan
Common Stock					187,861 ⁽¹⁾	I	By Earl E.

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Stock								Congdon Grantor Retained Annuity Trust - 2005
Common Stock					287,101 ⁽³⁾	I		By Earl E. Congdon 2003 GRAT Remainder Trust
Common Stock					198,875 ⁽³⁾ <u>(4)</u>	I		By wife
Common Stock					148,750 ⁽³⁾ <u>(4)</u>	I		By wife as trustee of The Kathryn W. Congdon Trust - 1990

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

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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 Beneficially Owned Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CONGDON EARL E
C/O OLD DOMINION FREIGHT LINE, INC.
500 OLD DOMINION WAY
THOMASVILLE, NC 27360

X

Executive Chairman

Signatures

/s/ Earl E.
Congdon

01/23/2009

**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 a transfer of 121,319 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2005 to the Earl E. Congdon Revocable Trust on February 15, 2008 and a transfer of 162,728 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2005 to the Earl E. Congdon Revocable Trust on January 5, 2009.
- (1) Trust on February 15, 2008 and a transfer of 162,728 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2005 to the Earl E. Congdon Revocable Trust on January 5, 2009.
 - (2) Reflects a transfer of 978,375 shares from Earl E. Congdon to the Earl E. Congdon Revocable Trust on December 15, 2008.
 - (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed as an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.
 - (4) Reflects a transfer of 198,875 shares from the Kathryn W. Congdon Trust - 1990 to Kathryn W. Congdon.

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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