

CONGDON DAVID S  
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 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/14/2008

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

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

(Street)

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

THOMASVILLE, NC 27360

(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 or Disposed of (A) or (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 (A) or (D) Price			
Common Stock	02/14/2008		G	V 6,831 A \$ 0	31,389	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	02/15/2008		G	V 28,698 D \$ 0	0	I	By David S. Congdon Grantor

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Common Stock	02/15/2008	G	V	3,333	A	\$ 0	24,700	I	Retained Annuity Trust 2005 By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock	11/24/2008	I		4,490	A	\$ 22.27	21,728	I	By 401(k) plan
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	37,911	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	37,911	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	37,911	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	508,190 <sup>(1)</sup> <u>(2)</u>	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	12/22/2008	G	V	1,000	D	\$ 0	507,190	I	By David S. Congdon Revocable Trust dated 12/3/91

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Common Stock	12/22/2008	G	V	1,000	A	\$ 0	41,500	I	By wife
Common Stock							103,068	I	By daughter as trustee of Kathryn Leigh Congdon Revocable Declaration of Trust dated 5/23/06
Common Stock							287,101	I	As co-trustee of Earl E. Congdon 2003 GRAT Remainder Trust
Common Stock							29,578	D	
Common Stock							277,534	I	By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92
Common Stock							103,068	I	As custodian for minor child of Mr. Congdon
Common Stock							100,000 <sup>(2)</sup>	I	As trustee of David S. Congdon March 2008 Grantor Retained Annuity Trust

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

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(9-02)

number.

**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 Reporting 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 C/O OLD DOMINION FREIGHT LINE, INC 500 OLD DOMINION FREIGHT WAY THOMASVILLE, NC 27360	X		President and CEO	

## Signatures

/s/ David S. 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).
- (1) Reflects a transfer of 25,365 shares from the David S. Congdon Grantor Retained Annuity Trust 2005 to the David S. Congdon Revocable Trust dated 12/3/91 on February 15, 2008.
- (2) Reflects a transfer of 100,000 shares from the David S. Congdon Revocable Trust dated 12/3/91 to the David S. Congdon March 2008 Grantor Retained Annuity Trust on February 29, 2008.

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.