

YOWELL JOHN B
Form 4
February 04, 2011

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 *
YOWELL JOHN B

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 VP and COO

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2010

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------------|
| Common Stock | 11/15/2010 | | G | V 930 A \$ 0 | 749,655 | I | By wife as trustee for Audrey Lee Congdon Revocable Trust dated 2/17/05 |
| Common Stock | 11/15/2010 | | G | V 930 A \$ 0 | 59,128 | I | By wife as trustee for Irrevocable |

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| | | | | | | | | | |
|--------------|------------|---|---|-----|---|------|---------|---|--------------------------------------------------------------------------------------------------------------------------------------|
| Common Stock | 11/15/2010 | G | V | 930 | A | \$ 0 | 59,128 | I | Trust Agreement dated 12/18/98 fbo Megan Yowell By wife as trustee for Irrevocable Trust Agreement dated 12/18/98 fbo Seth Yowell |
| Common Stock | 11/15/2010 | G | V | 930 | A | \$ 0 | 105,786 | D | |
| Common Stock | | | | | | | 106,602 | I | As co-trustee of the Seth Morgan Yowell Irrevocable Declaration of Trust |
| Common Stock | | | | | | | 106,602 | I | As co-trustee of the Megan Elise Yowell Irrevocable Declaration of Trust |
| Common Stock | | | | | | | 44,583 | I | By Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04 (David Congdon, Trustee) |
| Common Stock | | | | | | | 257,188 | I | As trustee for Audrey L. Congdon Irrevocable Trust No. 1 dated 12/1/92 |
| Common Stock | | | | | | | 25,937 | I | By 401(k) plan |

| | | | |
|--------------|---------|---|---------------------------------------------------------------------------------------|
| Common Stock | 8,929 | I | By wife |
| Common Stock | 430,651 | I | By wife as co-trustee of the Earl E. Congdon GRAT Remainder Trust |
| Common Stock | 150,000 | I | By wife as trustee for Audrey L. Congdon February 2010 Grantor Retained Annuity Trust |

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.

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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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
| | | | | 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 |

YOWELL JOHN B
C/O OLD DOMINION FREIGHT LINE, INC.
500 OLD DOMINION WAY
THOMASVILLE, NC 27360

Executive
VP and COO

Signatures

/s/ Joel B. McCarty, Jr., Senior VP, General Counsel and
Secretary

02/04/2011

__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).

Remarks:

The reporting person passed away on December 29, 2010.

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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