

Parr Ross H.
Form 3
May 23, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

^ Parr Ross H.

(Last) (First) (Middle)

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

(Street)

THOMASVILLE, ^ NC ^ 27360

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/22/2012

3. Issuer Name and Ticker or Trading Symbol

OLD DOMINION FREIGHT LINE INC/VA [ODFL]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
VP - Legal Affairs, GC & Sec.

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Date Exercisable Expiration Date Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

				Shares		or Indirect (I) (Instr. 5)	
Phantom Stock	Â (1)	Â (1)	Common Stock	1,011	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parr Ross H. C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE,Â NCÂ 27360	Â	Â	Â VP - Legal Affairs, GC & Sec.	Â

Signatures

/s/ Ross H. Parr 05/23/2012
 __Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
 The award will settle on the earlier of (a) the date of the reporting person's termination of employment on or after attainment of age 55 for
 (1) any reason other than death, total disability or for cause; (b) the date of the reporting person's death while employed by the issuer; or (c)
 the date of the reporting person's termination of employment as a result of his total disability.
 (2) Each share of phantom stock is the economic equivalent of one share of Old Dominion Freight Line, Inc. common stock.

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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