

OLD DOMINION FREIGHT LINE INC/VA
 Form 4
 February 10, 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 JOHN R JR

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2016

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

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/22/2016		G	V	1,290	D	\$ 0	947,556	I	As trustee of John R. Congdon Jr. Revocable Trust
Common Stock	11/03/2016		G	V	6,920	D	\$ 0	807,404 ⁽¹⁾	I	As trustee of John R. Congdon Jr. Revocable Trust

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Common Stock	11/11/2016	G	V	608,877	D	\$ 0	0	I	By Congdon Family, LLC ⁽²⁾
Common Stock	11/11/2016	G	V	608,877	A	\$ 0	1,422,180 ⁽³⁾	I	As trustee of John R. Congdon Jr. Revocable Trust
Common Stock	11/11/2016	G	V	42,493	A	\$ 0	46,064	I	By wife as trustee of John R. Congdon, Jr. 2015 Irrevocable Trust for Benefit of Michael M. Demo
Common Stock	11/11/2016	G	V	42,493	A	\$ 0	46,064	I	By wife as trustee of John R. Congdon, Jr. 2015 Irrevocable Trust for Benefit of Brian H. Demo
Common Stock							1,494	D	
Common Stock							33,445	I	As trustee of John R. Congdon Jr. 2013 GRAT #2
Common Stock							50,505	I	As trustee of John R. Congdon, Jr. 2015 GRAT
Common Stock							71,754	I	As trustee of John R. Congdon, Jr. 2012 GRAT #2
Common Stock							100,000	I	As trustee of The John R. Congdon, Jr.

Common Stock		100,000	I	2016 GRAT As trustee of The John R. Congdon, Jr. 2016 GRAT #2
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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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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 Derivatives 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 Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONGDON JOHN R JR C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X			

Signatures

/s/ John R. Congdon, Jr. 02/10/2017

 **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).

- Reflects (i) a previously reported gift on May 25, 2016; (ii) a transfer of 100,000 shares from John R. Congdon Jr. Revocable Trust to The John R. Congdon, Jr. 2016 GRAT on May 26, 2016; (iii) transactions previously reported in August 2016; (iv) a transfer of 100,000 shares from John R. Congdon Jr. Revocable Trust to The John R. Congdon, Jr. 2016 GRAT #2 on August 19, 2016; (v) a transfer of 49,495 shares from John R. Congdon, Jr. 2015 GRAT to John R. Congdon Jr. Revocable Trust on August 19, 2016; (vi) a transfer of 52,667 shares from John R. Congdon, Jr. 2014 GRAT to John R. Congdon Jr. Revocable Trust on August 26, 2016; and (vii) a transfer of 11,856 shares from John R. Congdon, Jr. 2012 GRAT #2 to John R. Congdon Jr. Revocable Trust on August 26, 2016.
- (1)
 - (2) John R. Congdon, Jr. serves as a manager of Congdon Family, LLC. The John R. Congdon, Jr. Revocable Trust, of which John R. Congdon, Jr. serves as the trustee, is a member of Congdon Family, LLC.
 - (3) Reflects a transfer of 5,899 shares from John R. Congdon Jr. 2013 GRAT #2 to John R. Congdon Jr. Revocable Trust on November 21, 2016.

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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