

OLD DOMINION FREIGHT LINE INC/VA
Form 4
October 15, 2010

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 AUDREY C

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)
606 HILLCREST DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/13/2010

____ Director 10% Owner
____ Officer (give title below) Other (specify below)
Member of Section 13(d) group

HIGH POINT, NC 27262

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 10/13/2010 | | S ⁽¹⁾ | 5,384 D | \$ 26.1118 <u>(6)</u> | 802,709 ⁽²⁾ I | As trustee of Audrey L. Congdon Revocable Trust dated 2/17/05 |
| Common Stock | 10/13/2010 | | S ⁽¹⁾ | 139 D | \$ 26.1118 <u>(6)</u> | 45,966 ⁽²⁾ I | By Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04 |

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| | | | | | | | | |
|--------------|------------|------------------------|-------|---|-----------------------------|--------------------|---|---|
| Common Stock | 10/13/2010 | <u>S⁽¹⁾</u> | 2,650 | D | \$ 26.1118 <u>(6)</u> | 133,179 <u>(2)</u> | I | (David Congdon, trustee) As co-trustee of Seth Morgan Yowell Irrevocable Inter Vivos Trust |
| Common Stock | 10/13/2010 | <u>S⁽¹⁾</u> | 2,650 | D | \$ 26.1118 <u>(6)</u> | 133,179 <u>(2)</u> | I | As co-trustee of Megan Elise Yowell Irrevocable Inter Vivos Trust |
| Common Stock | | | | | | 8,929 <u>(2)</u> | D | |
| Common Stock | | | | | | 257,188 <u>(2)</u> | I | By husband as trustee of Audrey L. Congdon Irrevocable Trust No. 1 dated 12/1/92 |
| Common Stock | | | | | | 150,000 <u>(2)</u> | I | As trustee of Audrey L. Congdon February 2010 Grantor Retained Annuity Trust |
| Common Stock | | | | | | 58,198 <u>(2)</u> | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Megan Yowell |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|-----------------------------|------------------------|--|
| Common Stock | | | | | 58,198 ⁽²⁾ | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Seth Yowell |
| Common Stock | | | | | 25,937 ⁽²⁾ | I | By husband's 401(k) plan |
| Common Stock | | | | | 104,856 ⁽²⁾ | I | By husband |
| Common Stock | | | | | 75,798 ⁽²⁾ | I | As trustee of Karen C. Pigman Irrevocable Trust Number One |
| Common Stock | | | | | 163,626 ⁽²⁾ | I | As trustee of Karen C. Pigman February 2009 Grantor Retained Annuity Trust |
| Common Stock | | | | | 430,651 ⁽²⁾ | I | As co-trustee of Earl E. Congdon GRAT Remainder Trust |
| Common Stock | 10/13/2010 | S ⁽¹⁾ | 139 | D | \$ 26.1118 <u>(6)</u> | 45,966 ⁽³⁾ | D |
| Common Stock | 10/13/2010 | S ⁽¹⁾ | 2,650 | D | \$ 26.1118 <u>(6)</u> | 133,179 ⁽⁴⁾ | D |
| Common Stock | 10/13/2010 | S ⁽¹⁾ | 2,650 | D | \$ 26.1118 <u>(6)</u> | 133,179 ⁽⁵⁾ | D |

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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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(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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 AUDREY C 606 HILLCREST DRIVE HIGH POINT, NC 27262 | | X | | Member of Section 13(d) group |
| Audrey L. Congdon Irrevocable Trust Number Two 606 HILLCREST DRIVE HIGH POINT, NC 27262 | | X | | Member of Section 13(d) group |
| Seth Morgan Yowell Irrevocable Inter Vivos Trust 606 HILLCREST DRIVE HIGH POINT, NC 27262 | | X | | Member of Section 13(d) group |
| Megan Elise Yowell Irrevocable Inter Vivos Trust 606 HILLCREST DRIVE HIGH POINT, NC 27262 | | X | | Member of Section 13(d) group |

Signatures

/s/ Joel B. McCarty, Jr., by Power of Attorney 10/15/2010

**Signature of Reporting Person Date

/s/ Joel B. McCarty, Jr., by Power of Attorney 10/15/2010

