

# FORM 4

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>CONGDON DAVID S</b>  <small>(Last) (First) (Middle)</small> <b>C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY</b>  <small>(Street)</small> <b>THOMASVILLE, NC 27360</b>  <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>OLD DOMINION FREIGHT LINE, INC. [ODFL]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>05/07/2020</b>  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <div style="border: 1px solid black; padding: 2px; text-align: center;">Executive Chairman</div> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/07/2020		G	V	26,300	D	\$ 0	760,188 <sup>(1) (2)</sup>	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	01/27/2021		A		5,743	A	\$ 0	18,119 <sup>(3) (4)</sup>	D	
Common Stock								86,201 <sup>(5)</sup>	I	By 401(k) plan
Common Stock								96,016 <sup>(6) (7)</sup>	I	By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12
Common Stock								474,607 <sup>(8)</sup>	I	As co-trustee of the 1998 Earl E. Congdon Family Trust
Common Stock								933,714 <sup>(9)</sup>	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust

Common Stock								477,535 <a href="#">(10)</a>	I	As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011
Common Stock								534,318 <a href="#">(11)</a>	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock								139,890 <a href="#">(12)</a>	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock								139,890 <a href="#">(12)</a>	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock								342,072 <a href="#">(13)</a>	I	By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell
Common Stock								342,070 <a href="#">(14)</a>	I	By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon

Common Stock								342,070 <a href="#">(14)</a>	I	By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell
Common Stock								289,335 <a href="#">(15)</a>	I	As trustee of the Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby
Common Stock								289,336 <a href="#">(15)</a>	I	As trustee of the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell
Common Stock								55,650 <a href="#">(16)</a>	I	As trustee of the Yowell Family 2020 GST Trust
Common Stock								0 <a href="#">(17)</a>	I	As trustee of the Audrey Congdon Irrevocable Trust #2 2004
Common Stock								202,420 <a href="#">(18)</a>	I	As trustee of the Audrey Congdon Irrevocable Trust #2 FBO Megan Oglesby
Common Stock								257,935 <a href="#">(19)</a>	I	As trustee of the Audrey Congdon Irrevocable Trust #2 FBO Seth Yowell
Common Stock								144 <a href="#">(20)</a>	I	As trustee of the J. Benjamin Yowell 2020 Trust

Common Stock									144 (21)	I	As trustee of the Clay Yowell 2020 Trust
Common Stock									144 (22)	I	As trustee of the Andrew Yowell 2020 Trust

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

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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)				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(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## 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 WAY THOMASVILLE, NC 27360	X		Executive Chairman	

## Signatures

/s/ Ross H. Parr, by Power of Attorney		01/29/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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) On March 25, 2020, the common stock of Old Dominion Freight Line, Inc. began trading on a 3-for-2 stock split-adjusted basis, resulting in the reporting person's ownership of 348,311 additional shares of common stock.  
Reflects transfers of (i) 6,501 shares held directly by the reporting person to the David S. Congdon Revocable Trust on May 27, 2020; (ii) 300,000 shares from the David S. Congdon Revocable Trust to the David Congdon 2020-1 Irrevocable Trust on August 4, 2020; (iii) 32,752 shares from Kathryn W. Congdon 2018 GRAT to the David S. Congdon Revocable Trust on September 19, 2020; (iv) 32,752 shares from Earle E. Congdon 2018 GRAT to the David S. Congdon Revocable Trust on September 19, 2020; (v) 10,150 shares from the David S. Congdon Revocable Trust to the Kathryn L. Congdon Revocable Trust on November 3, 2020; (vi) 10,150 shares from the David S. Congdon Revocable Trust to the Marilyn M. Congdon Revocable Trust on November 3, 2020; and (vii) 10,150 shares from the David S. Congdon Revocable Trust to the Ashlyn L. Congdon Revocable Trust on November 3, 2020.
- (2) On March 25, 2020, the common stock of Old Dominion Freight Line, Inc. began trading on a 3-for-2 stock split-adjusted basis, resulting in the reporting person's ownership of 6,292 additional shares of common stock.
- (3) Reflects a transfer of 6,501 shares held directly by the reporting person to the David S. Congdon Revocable Trust dated 12/3/91 on May 27, 2020.
- (4) On March 25, 2020, the common stock of Old Dominion Freight Line, Inc. began trading on a 3-for-2 stock split-adjusted basis, resulting in the reporting person's ownership of 28,555 additional shares of common stock.
- (5) On March 25, 2020, the common stock of Old Dominion Freight Line, Inc. began trading on a 3-for-2 stock split-adjusted basis, resulting in the reporting person's ownership of 69,692 additional shares of common stock.
- (6) On March 25, 2020, the common stock of Old Dominion Freight Line, Inc. began trading on a 3-for-2 stock split-adjusted basis, resulting in the reporting person's ownership of 69,692 additional shares of common stock.

- (7) Reflects transfers of (i) 100,000 shares from the Helen S. Congdon Revocable Inter Vivos Trust 2012 to the Helen Congdon 2020-1 Irrevocable Trust on April 30, 2020; and (ii) 13,060 shares from the Helen S. Congdon Revocable Inter Vivos Trust 2012 to the Helen S. Congdon Equalization Trust 2020 on December 29, 2020.
- (8) On March 25, 2020, the common stock of Old Dominion Freight Line, Inc. began trading on a 3-for-2 stock split-adjusted basis, resulting in the reporting person's ownership of 158,202 additional shares of common stock.
- (9) On March 25, 2020, the common stock of Old Dominion Freight Line, Inc. began trading on a 3-for-2 stock split-adjusted basis, resulting in the reporting person's ownership of 311,238 additional shares of common stock.
- (10) On March 25, 2020, the common stock of Old Dominion Freight Line, Inc. began trading on a 3-for-2 stock split-adjusted basis, resulting in the reporting person's ownership of 159,178 additional shares of common stock.
- (11) On March 25, 2020, the common stock of Old Dominion Freight Line, Inc. began trading on a 3-for-2 stock split-adjusted basis, resulting in the reporting person's ownership of 178,106 additional shares of common stock.
- (12) On March 25, 2020, the common stock of Old Dominion Freight Line, Inc. began trading on a 3-for-2 stock split-adjusted basis, resulting in the reporting person's ownership of 46,630 additional shares of common stock.
- (13) On March 25, 2020, the common stock of Old Dominion Freight Line, Inc. began trading on a 3-for-2 stock split-adjusted basis, resulting in the reporting person's ownership of 114,024 additional shares of common stock.
- (14) On March 25, 2020, the common stock of Old Dominion Freight Line, Inc. began trading on a 3-for-2 stock split-adjusted basis, resulting in the reporting person's ownership of 114,023 additional shares of common stock.
- (15) On March 25, 2020, the common stock of Old Dominion Freight Line, Inc. began trading on a 3-for-2 stock split-adjusted basis, resulting in the reporting person's ownership of 96,445 additional shares of common stock.
- (16) Reflects a transfer of 55,650 shares from Sara Smith Yowell to the Yowell Family 2020 FST Trust on November 24, 2020.
- Reflects transfers of (i) 296,250 shares from the Audrey L. Congdon Irrevocable Trust #2 to the Audrey Condon Irrevocable Trust #2 FBO Megan Oglesby on November 2, 2020; (ii) 93,830 shares from the Audrey L. Congdon Irrevocable Trust #2 to the Audrey Condon Irrevocable Trust #2 FBO Megan Oglesby on November 2, 2020; and (iii) 38,315 shares from the Audrey L. Congdon Irrevocable Trust #2 to the Audrey Condon Irrevocable Trust #2 FBO Seth Yowell on November 2, 2020.
- (17) Reflects transfers of (i) 296,250 shares from the Audrey L. Congdon Irrevocable Trust #2 2004 to the Audrey Congdon Irrevocable Trust #2 FBO Megan Oglesby on November 2, 2020; and (ii) 93,830 shares from the Audrey Congdon Irrevocable Trust #2 FBO Megan Oglesby to the Megan Elise Oglesby Revocable Inter Vivos Trust 2014 on November 12, 2020.
- (18) Reflects transfers of (i) 296,250 shares from the Audrey L. Congdon Irrevocable Trust #2 2004 to the Audrey Congdon Irrevocable Trust #2 FBO Megan Oglesby on November 2, 2020; and (ii) 38,315 shares from the Audrey Congdon Irrevocable Trust #2 FBO Seth Yowell to Seth Yowell on November 12, 2020.
- (19) Reflects transfers of (i) 73 shares from Sara Yowell to the J. Benjamin Yowell 2020 Trust on November 24, 2020; and (ii) 71 shares from Seth Yowell to the J. Benjamin Yowell 2020 Trust on November 24, 2020.
- (20) Reflects transfers of (i) 73 shares from Sara Yowell to the Clay Yowell 2020 Trust on November 24, 2020; and (ii) 71 shares from Seth Yowell to the Clay Yowell 2020 Trust on November 24, 2020.
- (21) Reflects transfers of (i) 73 shares from Sara Yowell to the Andrew Yowell 2020 Trust on November 24, 2020; and (ii) 71 shares from Seth Yowell to the Andrew Yowell 2020 Trust on November 24, 2020.
- (22) Reflects transfers of (i) 73 shares from Sara Yowell to the Andrew Yowell 2020 Trust on November 24, 2020; and (ii) 71 shares from Seth Yowell to the Andrew Yowell 2020 Trust on November 24, 2020.

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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