

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * CONGDON EARL E	2. Issuer Name and Ticker or Trading Symbol OLD DOMINION FREIGHT LINE, INC. [ODFL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chair Emeritus & Sr. Advisor
(Last) (First) (Middle) C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY	3. Date of Earliest Transaction (Month/Day/Year) 05/07/2020	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
(Street) THOMASVILLE, NC 27360	4. If Amendment, Date Original Filed (Month/Day/Year)	
(City) (State) (Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>	

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	956,165 <a href="#">(1)</a> <a href="#">(2)</a>	I	By Earl E. Congdon Trust - 1990
Common Stock	05/07/2020		G	V	26,300	D	\$ 0	209,837 <a href="#">(3)</a>	I	By wife as trustee of the Kathryn W. Congdon Trust - 1990
Common Stock	08/31/2020		G	V	146	D	\$ 0	361,426 <a href="#">(3)</a> <a href="#">(4)</a>	I	By wife as trustee of the Kathryn W. Congdon Trust - 1990
Common Stock	01/27/2021		A		3,147	A	\$ 0	10,656 <a href="#">(5)</a> <a href="#">(2)</a>	D	
Common Stock	08/31/2020		G	V	146	D	\$ 0	1,107,754 <a href="#">(6)</a>	I	By Earl E. Congdon Trust - 1990
Common Stock								933,714 <a href="#">(7)</a>	I	By Earl E. Congdon GRAT Remainder Trust
Common Stock								47,447 <a href="#">(8)</a>	I	By 401(k) plan
Common Stock								0 <a href="#">(9)</a> <a href="#">(6)</a> <a href="#">(10)</a>	I	By Earl E. Congdon Grantor Retained Annuity Trust 2018
Common Stock								0 <a href="#">(9)</a> <a href="#">(4)</a> <a href="#">(11)</a>	I	By wife as trustee of the Kathryn W. Congdon Grantor Retained Annuity Trust 2018

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)		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(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 EARL E C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360			Chair Emeritus & Sr. Advisor	

## Signatures

/s/ Ross H. Parr, by Power of Attorney		01/29/2021
**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).
- (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 325,743 additional shares of common stock.
- (2) Reflects a transfer of 5,235 shares from the reporting person's direct ownership to the Earl E. Congdon Trust - 1990 on May 27, 2020.
- (3) 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 78,712 additional shares of common stock.
- (4) Reflects a transfer of 151,735 shares from the Kathryn W. Congdon Grantor Retained Annuity Trust 2018 to the Kathryn Congdon Trust - 1990 on September 19, 2020.
- (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 4,248 additional shares of common stock.
- (6) Reflects a transfer of 151,735 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2018 to the Earl E. Congdon Trust - 1990 on September 19, 2020.
- (7) 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.
- (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 15,755 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 83,330 additional shares of common stock.
- Reflects transfers of (i) 32,752 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2018 to the David S. Congdon Revocable Trust - 1991 on September 19, 2020; (ii) 32,752 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2018 to the Audrey L. Congdon Revocable Trust - 2005 on September 19, 2020; and (iii) 32,752 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2018 to the Karen C. Pigman Revocable Trust - 2011 on September 19, 2020.
- (11) Reflects transfers of (i) 32,752 shares from the Kathryn W. Congdon Grantor Retained Annuity Trust 2018 to the David S. Congdon Revocable Trust - 1991 on September 19, 2020; (ii) 32,752 shares from the Kathryn W. Congdon Grantor Retained Annuity Trust 2018 to the Audrey L. Congdon Revocable Trust - 2005 on September 19, 2020; and (iii) 32,752 shares from the Kathryn W. Congdon Grantor Retained Annuity Trust 2018 to the Karen C. Pigman Revocable Trust - 2011 on September 19, 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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