

FORM 4

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

OMB APPROVAL

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 hours per response... 0.5

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 DAVID S <small>(Last) (First) (Middle)</small> C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY <small>(Street)</small> THOMASVILLE, NC 27360 <small>(City) (State) (Zip)</small> | 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) Executive Chairman |
| 3. Date of Earliest Transaction (Month/Day/Year) 02/11/2021 | | 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 |
| 4. If Amendment, Date Original Filed (Month/Day/Year) | | |

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 | 02/11/2021 | | A | | 2,689 | A | \$ 0 | 20,808 | D | |
| Common Stock | | | | | | | | 760,328 ⁽²⁾ | I | By David S. Congdon Revocable Trust dated 12/3/91 |
| Common Stock | | | | | | | | 933,714 | I | As co-trustee of Earl E. Congdon GRAT Remainder Trust |
| Common Stock | | | | | | | | 96,016 | I | By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12 |
| Common Stock | | | | | | | | 140,030 | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon ⁽³⁾ |

| | | | | | | | | | |
|--------------|--|--|--|--|--|--|-----------------------------|---|---|
| Common Stock | | | | | | | 140,030 (3) | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon |
| Common Stock | | | | | | | 474,607 | I | As co-trustee of the 1998 Earl E. Congdon Family Trust |
| Common Stock | | | | | | | 480,055 (1) | I | As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011 |
| Common Stock | | | | | | | 342,072 | I | By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell |
| Common Stock | | | | | | | 342,070 | I | By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell |
| Common Stock | | | | | | | 342,070 | I | By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon |

| | | | | | | | | | | |
|--------------|--|--|--|--|--|--|--|---------|---|---|
| Common Stock | | | | | | | | 289,335 | I | As trustee of the Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby |
| Common Stock | | | | | | | | 289,336 | I | As trustee of the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell |
| Common Stock | | | | | | | | 202,420 | I | As trustee of the Audrey Congdon Irrevocable Trust #2 FBO Megan Oglesby |
| Common Stock | | | | | | | | 534,318 | I | By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99 |
| Common Stock | | | | | | | | 257,935 | I | As trustee of Audrey Congdon Irrevocable Trust No. 2 FBO Seth Yowell |
| Common Stock | | | | | | | | 55,650 | I | As trustee of Yowell Family 2020 GST Trust |
| Common Stock | | | | | | | | 144 | I | As trustee of J. Benjamin Yowell 2020 Trust |
| Common Stock | | | | | | | | 144 | I | As trustee of Clay Yowell 2020 Trust |
| Common Stock | | | | | | | | 144 | I | As trustee of Andrew Yowell 2020 Trust |
| Common Stock | | | | | | | | 86,208 | I | By 401(k) plan |

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) | | | | | |
| | | | | | | | | | | | | | |

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 | | 02/16/2021 |
| <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) Reflects transfers of (i) 1,260 shares from the Earl E. Congdon Revocable Trust 1990 on February 10, 2021 and (ii) 1,260 shares from the Kathryn W. Congdon Revocable Trust 1990 on February 10, 2021.
- (2) Reflects transfers of (i) 70 shares from the Earl E. Congdon Revocable Trust 1990 on February 10, 2021 and (ii) 70 shares from the Kathryn W. Congdon Revocable Trust 1990 on February 10, 2021.
- (3) Reflects transfers of (i) 70 shares from the Earl E. Congdon Revocable Trust 1990 to the Irrevocable Trust FBO Kathryn Congdon 1998 on February 10, 2021 and (ii) 70 shares from the Kathryn W. Congdon Revocable Trust 1990 to the Irrevocable Trust FBO Ashlyn Congdon 1998 on February 10, 2021.

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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