

# FORM 4

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Estimated average burden  
 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 *<br><b>Freeman Kevin M.</b><br><br><small>(Last) (First) (Middle)</small><br><b>C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY</b><br><br><small>(Street)</small><br><b>THOMASVILLE, NC 27360</b><br><br><small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol<br><b>OLD DOMINION FREIGHT LINE, INC. [ODFL]</b><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/11/2021</b><br><br>4. If Amendment, Date Original Filed(Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><div style="border: 1px solid black; padding: 2px; text-align: center;">EVP &amp; Chief Operating Officer</div><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|---|--|

**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                              |   | 2,888   | A          | \$ 0      | 22,949  | D  |   |
| Common Stock                    | 02/13/2021                           |  | F                              |   | 553   | D          | \$ 212.21 | 22,396  | D  |   |
| Common Stock                    | 02/13/2021                           |  | F                              |   | 497   | D          | \$ 212.21 | 21,899  | D  |   |
| Common Stock                    | 02/14/2021                           |  | F                              |   | 808   | D          | \$ 212.21 | 21,091  | D  |   |
| Common Stock                    | 02/15/2021                           |  | F                              |   | 282   | D          | \$ 212.21 | 20,809  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |           | 4,495   | I  | By 401(k) plan  |

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. SEC 1474 (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 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 |

|  |  |  |                               |  |
|--|--|--|-------------------------------|--|
| Freeman Kevin M.<br>C/O OLD DOMINION FREIGHT LINE, INC.<br>500 OLD DOMINION WAY<br>THOMASVILLE, NC 27360 |  |  | EVP & Chief Operating Officer |  |
|--|--|--|-------------------------------|--|

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/ Kevin M. Freeman                           |  | 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).

This amount represents shares withheld in connection with the vesting of the first tranche of a performance-based restricted stock unit award with respect to the 2020 (1) performance period, for which the Compensation Committee of the Company's Board of Directors certified performance at the target level on January 27, 2021, as reported on the reporting person's Form 4 filed on January 29, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.