

# 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 DAVID S		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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY		3. Date of Earliest Transaction (Month/Day/Year) 08/02/2022		Executive Chairman	
(Street) THOMASVILLE, NC 27360		4. If Amendment, Date Original Filed(Month/Day/Year)		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	
(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	08/02/2022		S		6,246	D	\$ 300.14 <a href="#">(1)</a>	809,569	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	08/03/2022		S		27,157	D	\$ 296.21 <a href="#">(2)</a>	782,412	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	08/03/2022		S		1,597	D	\$ 296.67 <a href="#">(3)</a>	780,815	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock								16,977	D	
Common Stock								933,714	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock								150,807 <a href="#">(4)</a>	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 Ashlyn Congdon
Common Stock								474,607	I	As co-trustee of the 1998 Earl E. Congdon Family Trust
Common Stock								485,342	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								168,420 <sup>(5)</sup>	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								380 <sup>(6)</sup>	I	As trustee of J. Benjamin Yowell 2020 Trust
Common Stock								380 <sup>(6)</sup>	I	As trustee of Clay Yowell 2020 Trust
Common Stock								380 <sup>(6)</sup>	I	As trustee of Andrew Yowell 2020 Trust

Common Stock									0 (7)	I	By wife as trustee of the Helen Congdon 2020-1 Irrevocable Trust
Common Stock									86,915	I	By 401(k) plan
Common Stock									207,229	I	As trustee of the David Congdon 2020-1 Irrevocable 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)		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 DAVID S C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X		Executive Chairman	

## Signatures

/s/ David S. Congdon	08/04/2022
**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).

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$300.00 to \$300.34, inclusive. The (1) reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$295.59 to \$296.57, inclusive. The (2) reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$296.58 to \$296.75 inclusive. The (3) reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (4) Reflects an exempt transfer of 28,691 shares on May 10, 2022.
- (5) Reflects an exempt transfer of 34,000 shares on February 16, 2022.
- (6) Reflects exempt transfers of an aggregate of 104 shares on February 15, 2022.
- (7) Reflects exempt transfers of an aggregate of 73,900 shares on May 10, 2022.

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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