

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

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

1. Name and Address of Reporting Person * <u>CONGDON DAVID S</u> (Last) (First) (Middle) <u>C/O OLD DOMINION FREIGHT LINE, INC.</u> <u>500 OLD DOMINION WAY</u> (Street) <u>THOMASVILLE NC 27360</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OLD DOMINION FREIGHT LINE, INC. [ODFL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>Executive Chairman</u></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/11/2022</u>	
	4. If Amendment, Date of 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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/11/2022		S		7,832	D	\$312.92 ⁽¹⁾	883,029 ⁽²⁾	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/11/2022		S		14,652	D	\$313.68 ⁽³⁾	868,377	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/11/2022		S		5,254	D	\$314.92 ⁽⁴⁾	863,123	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/11/2022		S		4,262	D	\$315.55 ⁽⁵⁾	858,861	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock								9,015 ⁽⁶⁾	D	
Common Stock								933,714	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock								150,807	I	By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12

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			Code	V	Amount	(A) or (D)	Price			
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								375,685 ⁽⁷⁾	I	By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell
Common Stock								375,683 ⁽⁷⁾	I	By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell
Common Stock								375,683 ⁽⁷⁾	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

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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								289,336	I	As trustee of the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell
Common Stock								168,420	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								380	I	As trustee of J. Benjamin Yowell 2020 Trust
Common Stock								380	I	As trustee of Clay Yowell 2020 Trust
Common Stock								380	I	As trustee of Andrew Yowell 2020 Trust
Common Stock								87,022	I	By 401(k) plan
Common Stock								0 ⁽⁸⁾	I	As trustee of the David Congdon 2020-1 Irrevocable Trust

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

Explanation of Responses:

1. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$312.33 to \$313.31, inclusive. The 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.
2. Reflects exempt transfers of an aggregate of 110,046 shares on August 24, 2022.
3. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$313.33 to \$314.29, inclusive. The 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. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$314.30 to \$315.29, inclusive. The 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.
5. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$315.32 to \$315.84, inclusive. The 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.
6. Reflects an exempt transfer of 7,962 shares on August 24, 2022.
7. Reflects an exempt transfer of 33,613 shares on August 24, 2022.
8. Reflects exempt transfers of an aggregate of 207,229 shares on August 24, 2022.

/s/ David S. Congdon

11/14/2022

** Signature of Reporting Person

Date

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

* 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).

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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