

# 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 * Congdon Helen S		2. Issuer Name and Ticker or Trading Symbol OLD DOMINION FREIGHT LINE INC/VA [ODFL]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> Member of Section 13(d) group <input type="checkbox"/>	
(Last) (First) (Middle) C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY		3. Date of Earliest Transaction (Month/Day/Year) 10/29/2010			
(Street) THOMASVILLE, NC 27360		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>	
(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	10/29/2010		S(1)		520	D	\$ 28.0069 (5)	58,622 (2)	D	
Common Stock	10/29/2010		S(1)		6,218	D	\$ 28.0069 (5)	678,429 (2)	I	By husband as trustee of David S. Congdon Revocable Trust
Common Stock	10/29/2010		S(1)		3,316	D	\$ 28.0069 (5)	121,796 (2)	I	By husband as custodian for minor child
Common Stock	10/29/2010		S(1)		3,316	D	\$ 28.0069 (5)	121,801 (3)	I	As trustee of Marilyn Marie Congdon Revocable Declaration of Trust
Common Stock	10/29/2010		S(1)		3,316	D	\$ 28.0069 (5)	121,801 (4)	I	As trustee of Kathryn Leigh Congdon Revocable Declaration of Trust
Common Stock								31,175 (2)	I	By husband
Common Stock								32,571 (2)	I	By husband's 401(k) plan
Common Stock								418,551 (2)	I	As trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92
Common Stock								37,050 (2)	I	As trustee of David S. Congdon Irrevocable Trust #2

									dated 11/18/99
Common Stock							150,000 <a href="#">(2)</a>	I	By husband as trustee of David S. Congdon February 2010 Grantor Retained Annuity Trust
Common Stock							58,198 <a href="#">(2)</a>	I	By husband as trustee of an Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock							58,198 <a href="#">(2)</a>	I	By husband as trustee of an Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock							58,198 <a href="#">(2)</a>	I	By husband as trustee of an Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock							430,651 <a href="#">(2)</a>	I	By husband as co-trustee of the Earl E. Congdon GRAT Remainder Trust
Common Stock	11/01/2010		<a href="#">S(1)</a>	25	D	\$ 28.114 <a href="#">(6)</a>	58,597 <a href="#">(2)</a>	D	
Common Stock	11/01/2010		<a href="#">S(1)</a>	282	D	\$ 28.114 <a href="#">(6)</a>	678,147 <a href="#">(2)</a>	I	By husband as trustee of David S. Congdon Revocable Trust
Common Stock	11/01/2010		<a href="#">S(1)</a>	150	D	\$ 28.114 <a href="#">(6)</a>	121,646 <a href="#">(2)</a>	I	By husband as custodian for minor child

Common Stock	11/01/2010		S <sup>(1)</sup>	150	D	\$ 28.114 (6)	121,651 (3)	I	As trustee of Marilyn Marie Congdon Revocable Declaration of Trust
Common Stock	11/01/2010		S <sup>(1)</sup>	150	D	\$ 28.114 (6)	121,651 (4)	I	As trustee of Kathryn Leigh Congdon Revocable Declaration of 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)				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 Helen S C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360		X		Member of Section 13(d) group
Congdon Kathryn L. C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360		X		Member of Section 13(d) group
Congdon Marilyn M C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360		X		Member of Section 13(d) group

## Signatures

/s/ Joel B. McCarty, Jr., by Power of Attorney	11/02/2010
	Date
/s/ Joel B. McCarty, Jr., by Power of Attorney	11/02/2010
	Date
/s/ Joel B. McCarty, Jr., by Power of Attorney	11/02/2010
	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).

(I) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2010.

- (2) These securities are beneficially owned by Helen S. Congdon, who may be deemed a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are identified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.
- (3) These securities are beneficially owned by Marilyn M. Congdon, who may be deemed a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are identified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.
- (4) These securities are beneficially owned by Kathryn L. Congdon, who may be deemed a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are identified in a Schedule 13D filed with the Securities and Exchange Commission on September 9, 2010.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.08, 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 \$28.00 to \$28.16, 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)

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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