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

(Fillit of Ty	pe Response	(S)														
1. Name and Address of Reporting Person * CONGDON EARL E				OLI	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) _X_ Director					
	DOMINI	(First) ON FREIC MINION V	(Middle) HT LINE, VAY		ate of Earlies	st Transacti	ion (I	Month/Day	/Year)			Exc	ecutive Ch	iairman		
(Street) THOMASVILLE, NC 27360				4. If	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person				:)	
(City		(State)	(Zip)		Ta	ble I - Noi	n-Dei	rivative Se	curities	s Acai	ired, Disp	osed of, or	Beneficial	llv Owned		
(Instr. 3) Date (Month/Day/Year)		Execuar)	eemed ation Date, if th/Day/Year)	Code (Instr. 8)		(A) or Disposed o (Instr. 3, 4 and 5)		quired 5. Amou Beneficion Reported (Instr. 3		nt of Securities ally Owned Following Transaction(s)		6. Ownership Form: Direct (D) or Indirect	Benefic Owners	t cial ship		
						Code	V	Amount	(A) or (D)	Price				(I) (Instr. 4)		
Common	Stock		05/17/2011			G	V	212,238	D	\$ 0	922,334 (1)		I	By Ear Congd Trust - 1990	lon	
Common Stock 11/17/2011		11/17/2011			G	V	7,645	D	\$ 0	914,689	,689		I	By Ear Congd Trust - 1990	lon	
Common	Stock										430,651	(2)		I	By Ear Congd GRAT Remai Trust	don Γ
Common	Stock										521,437	<u>(2)</u>		I	By wintrustee The Kathry W. Congdo Trust - 1990	e of yn don
Common	Stock										30,684			I	By 40 plan	1(k)
Common	Stock										549,064	(1)		I	By Ear Congd Granto Retain Annui Trust 2010	don or ned
Reminder:	Report on a	separate line	for each class of	securities	beneficially	owned dir	ectly	or							•	
indirectly.							cor	ntained in	this fo	orm a	re not req	ection of ir uired to re	spond u	ınless	SEC 147	74 (9- 02)
			Table 1		ntive Securit		ed, I	Disposed of	f, or Be	nefici	ally Owned					
1. Title of	2.	3. Transacti	on 3A. Dee		uts, calls, w		_	s, converti Date Exerc			Fitle and	8. Price of	9. Numbe	er of 10	11	. Natı
1. Title of Derivative Security (Instr. 3) Price of Derivative Security			Execution (Year)	n Date, if	Transaction Code (Instr. 8)	of Derivativ Securities Acquired (A) or Disposed of (D)	e (M	Date Exerc d Expiratio Ionth/Day/\	n Date	An Un Sec	Amount of Underlying Securities Securities Instr. 3 and In Securities Instr. 4 In Securities Instr. 5 In Securities Instruction In Securities In Securities Instruction In Securities In Secur		re Owners Form Deriv Security Or Incomplete	ership of Be Overity: (In t (D) direct	Indir	
						(Instr. 3, 4, and 5)							(Instr. 4)	(Instr	. 4)	

	Code V	Date Exercisate	Expiration Title 0	Number of		
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Reporting Owners

Book Committee (Addition	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
CONGDON EARL E C/O OLD DOMINION FREIGHT LINE, INC.							
500 OLD DOMINION WAY	X		Executive Chairman				
THOMASVILLE, NC 27360							

Signatures

/s/ Earl E. Congdon	02/03/2012
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).
- (1) Also reflects a transfer of 284,270 shares from the Earl E. Congdon Grantor Retained Annuity Trust 2010 to the Earl E. Congdon Trust 1990 on April 19, 2011.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed as an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.

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.

January 31, 2012

Securities and Exchange Commission Judiciary Plaza 450 Fifth Street, N.W. Washington, D.C. 20549

Re: Old Dominion Freight Line, Inc.

Ladies and Gentlemen:

Pursuant to General Instruction 7 to Form 3 (Initial Statement of Beneficial Ownership), Form 4 (Statement of Changes in Beneficial Ownership) and Form 5 (Annual Statement of Changes in Beneficial Ownership) promulgated by the Securities and Exchange Commission pursuant to Section 16 of the Securities Exchange Act of 1934, the undersigned director, officer and/or shareholder of Old Dominion Freight Line, Inc. (the "Company") hereby authorizes and designates David S. Congdon, Ross H. Parr and J. Wes Frye, and each of them, to execute and file with the Commission on the undersigned's behalf any and all statements on Form 3, Form 4 or Form 5 relating to the undersigned's beneficial ownership of securities of the Company as required by Section 16(a) of the Securities Exchange Act of 1934 and the rules of the Commission promulgated thereunder. This authorization and designation shall be effective for so long as the undersigned remains subject to the provisions of Section 16 of the Securities Exchange Act of 1934.

Effective as of the 31st day of January, 2012.

/s/ Earl E. Congdon Earl E. Congdon