

# 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 JOHN R JR		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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input 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) 08/19/2011		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	
(Street) THOMASVILLE, NC 27360		4. If Amendment, Date Original Filed (Month/Day/Year)			

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	08/19/2011		G	V	450	A	\$ 0	856,184	I	As trustee of John R. Congdon, Jr. Revocable Trust
Common Stock	08/19/2011		G	V	2,700	D	\$ 0	766,983 <a href="#">(1)</a> <a href="#">(2)</a>	I	As trustee of John R. Congdon, Jr. Revocable Trust
Common Stock	11/28/2011		G	V	14,949	A	\$ 0	788,792 <a href="#">(3)</a>	I	As trustee of John R. Congdon, Jr. Revocable Trust
Common Stock								27,201 <a href="#">(1)</a>	I	As trustee of John R. Congdon, Jr. 2010 GRAT #1
Common Stock								34,300 <a href="#">(1)</a>	I	As trustee of John R. Congdon, Jr. 2010 GRAT #2
Common Stock								61,218 <a href="#">(3)</a>	I	As trustee of the John R. Congdon, Jr. 2009 GRAT
Common Stock								100,000 <a href="#">(2)</a>	I	As trustee of John R. Congdon, Jr. 2011 GRAT #1

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

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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
CONGDON JOHN R JR C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X			

## Signatures

/s/ John R. Congdon, Jr.	02/03/2012
<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).

- (1) Also reflects a transfer of 10,299 shares from the John R. Congdon, Jr. 2010 GRAT #1 to the John R. Congdon, Jr. Revocable Trust on August 26, 2011 and a transfer of 3,200 shares from the John R. Congdon, Jr. 2010 GRAT #2 to the John R. Congdon, Jr. Revocable Trust on August 26, 2011.
- (2) Also reflects a transfer of 100,000 shares from the John R. Congdon, Jr. Revocable Trust to the John R. Congdon, Jr. 2011 GRAT #1 on August 29, 2011.
- (3) Also reflects a transfer of 6,860 shares from the John R. Congdon, Jr. 2009 GRAT to the John R. Congdon, Jr. Revocable Trust on November 28, 2011.

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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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 Ross H. Parr, J. Wes Frye and John P. Booker, 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/ John R. Congdon, Jr.  
John R. Congdon, Jr.

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