

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 DAVID 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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO		
(Last) (First) (Middle) C/O OLD DOMINION FREIGHT LINE, INC, 500 OLD DOMINION FREIGHT WAY			3. Date of Earliest Transaction (Month/Day/Year) 02/23/2012					
(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) **Table 1 - 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	02/23/2012		G	V	65,484	A	\$ 0	104,234	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock	02/23/2012		G	V	65,484	A	\$ 0	165,100 (1)	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock	02/23/2012		G	V	65,484	D	\$ 0	0 (2)	I	As trustee of David S. Congdon February 2010 Grantor Retained Annuity Trust
Common Stock	04/19/2012		G	V	101,974	A	\$ 0	835,729 (2)	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	05/18/2012		G	V	106,602	D	\$ 0	0	I	As custodian for child of Mr. Congdon
Common Stock	11/19/2012		G	V	776	A	\$ 0	926,787 (3) (1)	I	By David S. Congdon Revocable Trust dated 12/3/91
										As trustee of Irrevocable Trust

Common Stock	11/19/2012		G	V	776	A	\$ 0	90,510 (1)	I	Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock	11/19/2012		G	V	776	A	\$ 0	90,509 (1)	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	11/19/2012		G	V	776	A	\$ 0	90,510 (1)	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	11/27/2012		G	V	42,667	D	\$ 0	0 (1)	D	
Common Stock	11/27/2012		G	V	59,375	A	\$ 0	59,375	I	By wife as trustee of Seay Family Trust dated 11/21/2012
Common Stock	11/27/2012		G	V	18,788	D	\$ 0	907,998	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/27/2012		G	V	320	A	\$ 0	156,671 (1)	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock	11/27/2013		G	V	30,930	A	\$ 0	30,930	I	By wife as trustee of Helen S. Congdon Revocable Trust Inter Vivos Trust dated 4/24/12
Common Stock	11/27/2012		G	V	87,375	D	\$ 0	0 (1)	I	By wife
Common Stock								48,862 (1)	I	By 401(k) plan
Common Stock								629,776 (1)	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 1 dated 12/1/92
										As trustee of David S. Congdon

Common Stock									327,582 (3) (1)	I	Grantor Retained Annuity Trust 2012
Common Stock									645,976 (1)	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock									316,405 (1)	I	As co-trustee of the 1998 Earl E. Congdon Family Trust
Common Stock									318,357 (1)	I	As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011
Common Stock									385,781 (1)	I	As trustee of Audrey L. Congdon Irrevocable Trust #1 dated 12/1/92

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)				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 FREIGHT WAY THOMASVILLE, NC 27360	X		President and CEO	

Signatures

/s/ David S. Congdon	02/12/2013
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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) Adjusted to reflect a three-for-two stock split on September 10, 2012.

(2) Reflects a transfer of 38,532 shares from the David S. Congdon February 2010 Grantor Retained Annuity Trust to the David S. Congdon Revocable Trust dated 12/3/91 on February 23, 2012.

(3) Reflects a transfer of 218,388 shares from the David S. Congdon Revocable Trust dated 12/3/91 to the David S. Congdon Grantor Retained Annuity Trust 2012 on August 20, 2012.

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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