

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
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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 *<br>CONGDON EARL E                          |  | 2. Issuer Name and Ticker or Trading Symbol<br>OLD DOMINION FREIGHT LINE INC/VA [ODFL]  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Executive Chairman</b> |  |
| (Last) (First) (Middle)<br>C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/18/2014                          |  |   |  |
| (Street)<br>THOMASVILLE, NC 27360  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
| (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                    | 02/18/2014                           |  | S                              |   | 23,670  | D          | \$ 53.5044 (1) | 1,230,922   | I  | By Earl E. Congdon Trust - 1990  |
| Common Stock                    | 02/19/2014                           |  | S                              |   | 46,457  | D          | \$ 52.5112 (2) | 1,184,465   | I  | By Earl E. Congdon Trust - 1990  |
| Common Stock                    |                                      |  |                                |   |   |            |                | 45,147  | I  | By 401(k) plan   |
| Common Stock                    |                                      |  |                                |   |   |            |                | 448,087   | I  | By Earl E. Congdon Grantor Retained Annuity Trust 2012                           |
| Common Stock                    |                                      |  |                                |   |   |            |                | 645,976 (3)   | I  | By Earl E. Congdon GRAT Remainder Trust  |
| Common Stock                    |                                      |  |                                |   |   |            |                | 558,112 (3)   | I  | By wife as trustee of the Kathryn W. Congdon Trust - 1990                        |
| Common Stock                    |                                      |  |                                |   |   |            |                | 224,043 (3)   | I  | By wife as trustee of the Kathryn W. Congdon Grantor Retained Annuity Trust 2012 |

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

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Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) |   | 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 EARL E<br>C/O OLD DOMINION FREIGHT LINE, INC.<br>500 OLD DOMINION WAY<br>THOMASVILLE, NC 27360 | X             |           | Executive Chairman |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/ David S. Congdon, by Power of Attorney   |  | 02/20/2014          |
| <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).

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.29 to \$53.68, inclusive. The (1) 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.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.29 to \$52.97, inclusive. The (2) 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.

(3) 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.