# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

# SCHEDULE 13G (Rule 13d-102)

Information To Be Included In Statements Filed Pursuant To § 240.13d-1(b), (c) And (d) And Amendments Thereto Filed Pursuant To § 240.13d-2 (Amendment No. 23)\*

# **OLD DOMINION FREIGHT LINE, INC.**

(Name of Issuer)

Common Stock (par value \$0.10 per share) (Title of Class of Securities)

> 679580100 (CUSIP Number)

December 31, 2017 (Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

 $\Box$  Rule 13d-1(b)

 $\Box$  Rule 13d-1(c)

⊠ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	David S. Congdon				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) $\Box$ (b) $\boxtimes$				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF ORGANIZATION				
ч.					
	USA				
	5. SOLE VOTING POWER				
	5. SOLE VOTING POWER				
NUMBE	R OF 1,957,776 (See Item 4)				
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BENEFIC					
OWNEI					
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REPORT					
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WITH	1: 8. SHARED DISPOSITIVE POWER				
	2,734,864 (See Item 4)				
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	4,692,640				
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
10.					
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
11.	TERCENT OF CLASS REFRESENTED DI AMIOUNT IN ROW 9				
	5 70/				
	5.7%				
12.	TYPE OF REPORTING PERSON				
12.					
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	IN (See Item 4)				

Page 2 of 42 pages

1.	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	David S. Congdon Revocable Trust, dated December 3, 1991				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) $\Box$ (b) $\boxtimes$				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF ORGANIZATION				
	North Carolina				
	5. SOLE VOTING POWER				
	J. SOLL YOTHOTOWER				
	OF 597,243 (See Item 4)				
NUMBEI					
SHAR	<b>5</b>				
BENEFICI					
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vv 111	8. SHARED DISPOSITIVE POWER				
	-0- (See Item 4)				
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	597,243				
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	0.7%				
12.	TYPE OF REPORTING PERSON				
	OO (See Item 4)				
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Page 3 of 42 pages

1.	NAME OF REPORTING PERSON			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Irrevocable Trust, dated December 18, 1998, fbo Marilyn Congdon			
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
	(a) $\Box$ (b) $\boxtimes$			
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF ORGANIZATION			
	North Carolina			
	5. SOLE VOTING POWER			
	OF 92,715 (See Item 4)			
NUMBEI SHAR				
BENEFICI				
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PERSO	N 92,715 (See Item 4)			
WITH	8. SHARED DISPOSITIVE POWER			
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	-0- (See Item 4)			
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
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	92.715			
10.	92,715 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
10.	CHECK II THE MOOREONTE MINOUNT IN NOW (7) EACEOPED CERTAIN SHARES			
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
11.	TERCENT OF CLASS REFRESENTED DI ANIOUNT IN RUW 9			
	0.1%			
12				
12.	TYPE OF REPORTING PERSON			
	OO (See Item 4)			

Page 4 of 42 pages

1.	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Irrevocable Trust, dated December 18, 1998, fbo Kathryn Congdon				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) $\Box$ (b) $\boxtimes$				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF ORGANIZATION				
т.					
	North Carolina				
	5. SOLE VOTING POWER				
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WIIL	8. SHARED DISPOSITIVE POWER				
	-0- (See Item 4)				
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	92,716				
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	0.1%				
12.	TYPE OF REPORTING PERSON				
	OO (See Item 4)				
L					

Page 5 of 42 pages

1.	NAME OF REPORTING PERSON			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon			
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
	(a) $\Box$ (b) $\boxtimes$			
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF ORGANIZATION			
	North Carolina			
	5. SOLE VOTING POWER			
	OF 92,716 (See Item 4)			
NUMBEI SHARI				
BENEFICI				
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EACH	7. SOLE DISPOSITIVE POWER			
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PERSC	92,716 (See Item 4)			
WITH	8. SHARED DISPOSITIVE POWER			
	-0- (See Item 4)			
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
2.				
	92.716			
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
10.				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
11.	LACEAR OF CEASE RELATED DI ANICONTIN ROW /			
	0.1%			
12.	TYPE OF REPORTING PERSON			
12.				
	OO (See Item 4)			

Page 6 of 42 pages

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1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
	1.К.З.	IDE	INTIFICATION NO. OF ADOVE PERSONS (ENTITIES ONLY)			
	Ashly	Ashlyn Lane Congdon Revocable Intervivos Trust, dated December 7, 2010				
2.			THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
2.	(a) □		(b) 🗵			
3.	SECU	USE	ONLY			
4.	CITIZ	ZEN	SHIP OR PLACE OF ORGANIZATION			
	North	-				
		5.	SOLE VOTING POWER			
NUMBE	-	6.	-0- (See Item 4) SHARED VOTING POWER			
SHAR		0.	SHAKED VOTING POWER			
BENEFICI OWNED			152,293 (See Item 4)			
EAC		7.				
REPORT	TING					
PERSO			-0- (See Item 4)			
WITH	1:	8.	SHARED DISPOSITIVE POWER			
	-		152,293 (See Item 4)			
9.	AGG	REG	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	152,2	02				
10.			F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
10.		.121				
11.	PERC	EN	T OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
	0.2%					
12.	TYPE	E OF	REPORTING PERSON			
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Page 7 of 42 pages

1.	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Kathryn Congdon Harrell Grantor Retained Annuity Trust 2016				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) $\Box$ (b) $\boxtimes$				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF ORGANIZATION				
	North Carolina				
I	5. SOLE VOTING POWER				
	-0- (See Item 4)				
NUMBER					
SHARE: BENEFICIA	5				
OWNED I					
EACH	7. SOLE DISPOSITIVE POWER				
REPORTI					
PERSON	-0- (See Item 4)				
WITH:	8. SHARED DISPOSITIVE POWER				
	8. SHAKED DISPOSITIVE FOWER				
	66,707 (See Item 4)				
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
7.	AUOREUATE AMUUNT DENEFICIALET UMINED DI EAUR KEPUKTINU PERSUN				
	66.707				
10.	00,707 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
10.	CHECK IF THE AUGREDATE AWOUNT IN ROW (7) EACLUDES CERTAIN SHARES				
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11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	0.00/				
12	0.0%				
12.	TYPE OF REPORTING PERSON				
	OO (See Item 4)				

Page 8 of 42 pages

1.	NAME OF REPORTING PERSON			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Kathryn Congdon Harrell Grantor Retained Annuity Trust 2017			
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
	(a) $\Box$ (b) $\boxtimes$			
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF ORGANIZATION			
т.				
	North Carolina			
	5. SOLE VOTING POWER			
	5. SOLE VOTINGTOWER			
	-0- (See Item 4)			
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BENEFICI				
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WITH	-0- (See Rein 4)			
vv 1111	8. SHARED DISPOSITIVE POWER			
	50,000 (See Item 4)			
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	50,000			
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
	0.0%			
12.	TYPE OF REPORTING PERSON			
	OO (See Item 4)			

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1.	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Marilyn Congdon Nowell Grantor Retained Annuity Trust 2016				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) $\Box$ (b) $\boxtimes$				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF ORGANIZATION				
	North Carolina				
	5. SOLE VOTING POWER				
NUMBE	OF -0- (See Item 4)				
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EACI	7. SOLE DISPOSITIVE POWER				
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PERSO	$-0^{-}$ (See Refit $+$ )				
WITH	8. SHARED DISPOSITIVE POWER				
	66,707 (See Item 4)				
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	66,707				
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	0.0%				
12.	TYPE OF REPORTING PERSON				
	OO (See Item 4)				
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i					
1.	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Marilyn Congdon Nowell Grantor Retained Annuity Trust 2017				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) $\Box$ (b) $\boxtimes$				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF ORGANIZATION				
	North Carolina				
	5. SOLE VOTING POWER				
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OWNED					
EACH					
REPORT					
PERSC	N -0- (See Item 4)				
WITH	8. SHARED DISPOSITIVE POWER				
	25,000 (See Item 4)				
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	25,000				
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	TERCENT OF CENDOREN REDEATED DI ANICONTIN'ROW /				
	0.0%				
12.	TYPE OF REPORTING PERSON				
12.					
OO (See Item 4)					
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Page 11 of 42 pages

1.	NAME OF REPORTING PERSON			
	1.K.S.	IDE	ENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	1008	E or 1	E. Congdon Family Trust	
2.			THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
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	(a) L	1		
3.	SEC U	JSE	ONLY	
4.	CITIZ	ZEN	SHIP OR PLACE OF ORGANIZATION	
	Virgin	nia		
		5.	SOLE VOTING POWER	
NUMBER	R OF		-0- (See Item 4)	
SHARI	ES	6.	SHARED VOTING POWER	
BENEFICL				
OWNED		_	316,405 (See Item 4)	
EACH REPORT		7.	SOLE DISPOSITIVE POWER	
PERSC			-0- (See Item 4)	
WITH		8.	SHARED DISPOSITIVE POWER	
		0.	SHARED DISI OSHIVE I OWER	
			316,405 (See Item 4)	
9.	AGG	REG	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	316,4			
10.	CHEC	CK I	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11.	PERC	'EN'	T OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	0.407			
12.	0.4%		REPORTING PERSON	
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Page 12 of 42 pages

1.	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Earl and Kathryn Congdon Family Irrevocable Trust - 2011				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) $\Box$ (b) $\boxtimes$				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF ORGANIZATION				
4.	CHILENSIII OKTEACE OF OKOANIZATION				
	Florida				
	5. SOLE VOTING POWER				
	5. SOLE VOTING POWER				
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NUMBE	F -0- (See Item 4)				
SHARI	6. SHARED VOTING POWER				
BENEFICI					
OWNED					
EACH	7. SOLE DISPOSITIVE POWER				
REPORT	G				
PERSC	-0- (See Item 4)				
WITH	8. SHARED DISPOSITIVE POWER				
	318,357 (See Item 4)				
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	318,357				
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
11.	TERCENT OF CENSO REFREDENTED BY ANICONTIN ROW /				
	0.4%				
12.	TYPE OF REPORTING PERSON				
12.	I I PE OF KEPOK HINO PEKSON				
	OO (See Item 4)				

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1.	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
	Helen S. Congdon Revocable Inter Vivos Trust, dated April 24, 2012					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
	(a) $\Box$ (b) $\boxtimes$					
3.	SEC USE ONLY					
4.	CITIZENSHIP OR PLACE OF ORGANIZATION					
	North Carolina					
	5. SOLE VOTING POWER					
	-0- (See Item 4)					
NUMBEI SHARI						
BENEFICI						
OWNED						
EACH	7. SOLE DISPOSITIVE POWER					
REPORT						
PERSC	-0- (See Item 4)					
WITH	8. SHARED DISPOSITIVE POWER					
	89,384 (See Item 4)					
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
2.						
	89,384					
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
	TERCENT OF CENSOREI RECEIVIED DT ANICONTITUROW /					
	0.1%					
12.	TYPE OF REPORTING PERSON					
12.						
	OO (See Item 4)					

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1.		-	F REPORTING PERSON		
	I.R.S.	IDE	ENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	David S. Congdon Grantor Retained Annuity Trust 2016				
2.			THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) □		(b) 🗵		
3.	SEC U	JSE	ONLY		
4.	CITIZ	ENS	SHIP OR PLACE OF ORGANIZATION		
	North	Car	olina		
	•	5.	SOLE VOTING POWER		
NUMPER			175,598 (See Item 4)		
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WITH	ł:	8.	SHARED DISPOSITIVE POWER		
			-0- (See Item 4)		
9.	AGGE	REG	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	175.59	98			
10.		-	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	0.2%				
12.		OF	REPORTING PERSON		
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	OO (See Item 4)				
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1.		-	F REPORTING PERSON		
	I.R.S.	IDE	ENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	David S. Congdon Grantor Retained Annuity Trust 2017				
2.			THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
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3.	SEC U	JSE	ONLY		
4.	CITIZ	ENS	SHIP OR PLACE OF ORGANIZATION		
	North	Car	olina		
		5.	SOLE VOTING POWER		
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PERSC	ON		150,000 (See Item 4)		
WITH	ł:	8.	SHARED DISPOSITIVE POWER		
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			-0- (See Item 4)		
9.	AGGE	PEG	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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	150,00	00			
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11.	□ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
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	0.2%				
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12.	IYPE	OF	REPORTING PERSON		
	OO (See Item 4)				
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1.	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
	David S. Congdon Irrevocable Trust #2, dated November 18, 1999					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
	(a) $\Box$ (b) $\boxtimes$					
3.	SEC USE ONLY					
4.	CITIZENSHIP OR PLACE OF ORGANIZATION					
	North Carolina					
	5. SOLE VOTING POWER					
	J. SOLL VOTING TOWER					
	-0- (See Item 4)					
NUMBER						
SHARI	23					
BENEFICI						
OWNED EACH						
REPORT						
PERSC						
WITH						
	8. SHARED DISPOSITIVE POWER					
	299,251 (See Item 4)					
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	299,251					
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
	0.4%					
12.	TYPE OF REPORTING PERSON					
	OO (See Item 4)					

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1.	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Audrey L. Congdon Irrevocable Trust #2, dated May 28, 2004				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) $\Box$ (b) $\boxtimes$				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF ORGANIZATION				
4.	CITIZENSHI OKTERCE OF OKOANIZATION				
	North Carolina				
	5. SOLE VOTING POWER				
	5. SOLE VOTING POWER				
NUMBER	R OF 307,225 (See Item 4)				
SHARE	6. SHARED VOTING POWER				
BENEFICIA					
OWNED					
EACH					
REPORT					
PERSO	JU/.22J (See Refit 4)				
WITH	8. SHARED DISPOSITIVE POWER				
	-0- (See Item 4)				
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	307,225				
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
	П				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
11.	TERCENT OF CERES REFRESENTED DT ANTONY IN ROW 7				
	0.4%				
12.	1.4% TYPE OF REPORTING PERSON				
12.	I I FE OF KEPOK HIND FEKSON				
	OO (See Item 4)				

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1.			F REPORTING PERSON		
	I.R.S.	IDE	ENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Earl E. Congdon GRAT Remainder Trust				
2.	CHE	CK 1	THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) 🗆	]	(b) 🗵		
3.	SEC	USE	ONLY		
4.	CITIZ	ZEN	SHIP OR PLACE OF ORGANIZATION		
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	110110	5.	SOLE VOTING POWER		
		5.			
			-0- (See Item 4)		
NUMBE		6.			
SHAR		0.	SHARED VOTINOTOWER		
BENEFICI OWNED			645,976 (See Item 4)		
EAC		7.			
REPORT		7.	SOLE DISPOSITIVE POWER		
PERSO			0 (Cas Itam 4)		
WITH		0	-0- (See Item 4)		
		8.	SHARED DISPOSITIVE POWER		
			645,976 (See Item 4)		
9.	AGG	REC	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	<i></i>	-			
		645,976			
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11.	PERC	CEN	T OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	0.8%				
12.	TYPE	E OF	F REPORTING PERSON		
	OO (See Item 4)				

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1.		-	F REPORTING PERSON		
	I.R.S.	IDE	ENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	David S. Canadan Imayaaahla Trust #1 EDO Kather in Hamall				
	David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell				
2.			THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) 🗆		(b) 🗵		
3.	SEC U	JSE	ONLY		
4.	CITIZ	ZEN:	SHIP OR PLACE OF ORGANIZATION		
	North	Car	olina		
		5.	SOLE VOTING POWER		
NUMBEI	P OF		-0- (See Item 4)		
SHAR	-	6.	SHARED VOTING POWER		
BENEFICI					
OWNED			209,925 (See Item 4)		
EACH	Н	7.	SOLE DISPOSITIVE POWER		
REPORT					
PERSC			-0- (See Item 4)		
WITH	ł:	8.	SHARED DISPOSITIVE POWER		
			209,925 (See Item 4)		
9.	AGGI	REG	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		_			
	209,92	25			
10.		-	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	0.3%				
12.		OF	REPORTING PERSON		
12.					
	OO (See Item 4)				
L	00(0				

Page 20 of 42 pages

1.		-	F REPORTING PERSON		
	I.R.S.	IDE	ENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell				
2.	-		THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) □	]	(b) 🗵		
3.	SEC U	JSE	ONLY		
4.	CITIZ	ZEN	SHIP OR PLACE OF ORGANIZATION		
	North	Car	olina		
		5.	SOLE VOTING POWER		
NUMPER	OF		-0- (See Item 4)		
NUMBER SHARE		6.	SHARED VOTING POWER		
BENEFICIA					
OWNED			209,926 (See Item 4)		
EACH	I	7.	SOLE DISPOSITIVE POWER		
REPORT	ING				
PERSO			-0- (See Item 4)		
WITH	:	8.	SHARED DISPOSITIVE POWER		
			209,926 (See Item 4)		
9.	AGG	REG	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		_			
	209,9	26			
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	0.3%				
12.		OF	REPORTING PERSON		
	OO (See Item 4)				
L	00 (1				

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1.		-	F REPORTING PERSON		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon				
2.	_		THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) □	]	(b) 🗵		
3.	SECU	USE	ONLY		
4.	CITIZ	ZEN	SHIP OR PLACE OF ORGANIZATION		
	North	Car	olina		
		5.	SOLE VOTING POWER		
			-0- (See Item 4)		
NUMBEF SHARF		6.	SHARED VOTING POWER		
BENEFICI		·.			
OWNED			209,925 (See Item 4)		
EACH		7.	SOLE DISPOSITIVE POWER		
REPORT		/.	SOLE DISPOSITIVE FOWER		
PERSC	DN		-0- (See Item 4)		
WITH	I:	8.	SHARED DISPOSITIVE POWER		
		0.	SHARED DISI OSHTVE TO WER		
			209,925 (See Item 4)		
9.	AGG	DEC	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
у.	AUU	KLC	ATE AMOUNT DENERICIALET OWNED DT EACH KEI OKTING TEKSON		
	209,9	25			
10.			09,925 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
10.	CHE	JIX I	THE ROOKEGATE ALLOONT IN NOW () EACEOPED CERTAIN DIFINED		
11.		'EN'	Г OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
11.	FERC	/L'IN	I OF CLASS KEI KESENTED DI AMIOUNT IN KOW 7		
	0.3%				
12.			REPORTING PERSON		
12.	11111	OF	NEFORTING FERSON		
	OO (See Item 4)				
L	00(3	see I	lulii 4)		

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1.	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Kathryn Leigh Congdon Revocable Declaration of Trust, dated May 23, 2006				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) $\Box$ (b) $\boxtimes$				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF ORGANIZATION				
т.					
	North Carolina				
	5. SOLE VOTING POWER				
	J. SOLE VOTINO FOWER				
	0 ( $0$ is $1$ is $4$ )				
NUMBER	OF -0- (See Item 4)				
SHARE					
BENEFICIA					
OWNED					
EACH					
REPORT PERSO	NY .				
WITH	-0- (See Itell 4)				
wiin	8. SHARED DISPOSITIVE POWER				
	25,004 (See Item 4)				
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	25,004				
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	0.0%				
12.	TYPE OF REPORTING PERSON				
-2.					
	OO (See Item 4)				

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1.	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Marilyn Marie Congdon Revocable Declaration of Trust, dated May 23, 2006				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) $\Box$ (b) $\boxtimes$				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF ORGANIZATION				
	North Carolina				
	5. SOLE VOTING POWER				
	J. SOLE VOTINOTOWER				
	-0- (See Item 4)				
NUMBER					
SHARE					
BENEFICIA					
OWNED EACH					
REPORT					
PERSO					
WITH	-0- (See Rein 4)				
	8. SHARED DISPOSITIVE POWER				
	50,004 (See Item 4)				
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	50,004				
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	0.0%				
12.	TYPE OF REPORTING PERSON				
	OO (See Item 4)				

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1.		-	F REPORTING PERSON		
	I.R.S.	IDE	ENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	A day Consider Internal II. To st #1 EDO Marco Oslad				
	Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby				
2.			THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) 🗆		(b) 🗵		
	ana	IGE			
3.	SECU	JSE	ONLY		
	CITE I				
4.	CITIZ	EN:	SHIP OR PLACE OF ORGANIZATION		
	North	Com			
	North	5.			
		5.	SOLE VOTING FOWER		
			192,890 (See Item 4)		
NUMBER	-	6.	SHARED VOTING POWER		
SHARE BENEFICIA		0.			
OWNED			-0- (See Item 4)		
EACH		7.	SOLE DISPOSITIVE POWER		
REPORTI					
PERSO			192,890 (See Item 4)		
WITH:	:	8.	SHARED DISPOSITIVE POWER		
			-0- (See Item 4)		
9.	AGGI	REG	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	192,89				
10.	CHEC	CK I	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11.	PERC	EN	T OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	0.00/				
12	0.2%				
12.	ТҮРЕ	OF	REPORTING PERSON		
	OO (See Item 4)				
	00(8	see I			

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	1				
1.		NAME OF REPORTING PERSON			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
		drey Congdon Irrevocable Trust #1 FBO Seth Yowell			
2.	THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) $\Box$ (b) $\boxtimes$				
3.	SEC USE ONLY				
4. CITIZENSHIP OR PLACE OF ORGANIZATION		SHIP OR PLACE OF ORGANIZATION			
	North	North Carolina			
	North	5.			
		5.			
			192,891 (See Item 4)		
NUMBER	-	6.	SHARED VOTING POWER		
SHARE BENEFICI					
OWNED			-0- (See Item 4)		
EACH	Ŧ	7.	SOLE DISPOSITIVE POWER		
REPORT					
PERSO			192,891 (See Item 4)		
WITH	1:	8.	SHARED DISPOSITIVE POWER		
			-0- (See Item 4)		
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	192,891				
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11					
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
	0.2%				
12.		TYPE OF REPORTING PERSON			
12.					
	00 (8	OO (See Item 4)			
L	0,00	1			

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Item 1.

(a) Name of Issuer:

Old Dominion Freight Line, Inc.

(b) Address of Issuer's Principal Executive Offices:

500 Old Dominion Way Thomasville, NC 27360

Item 2.

- (a) Names of Persons Filing:
  - (i) David S. Congdon
  - (ii) David S. Congdon Revocable Trust, dated December 3, 1991
  - (iii) Irrevocable Trust, dated December 18, 1998, fbo Marilyn Congdon
  - (iv) Irrevocable Trust, dated December 18, 1998, fbo Kathryn Congdon
  - (v) Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon
  - (vi) Ashlyn Lane Congdon Revocable Intervivos Trust, dated December 7, 2010
  - (vii) Kathryn Congdon Harrell Grantor Retained Annuity Trust 2016
  - (viii) Kathryn Congdon Harrell Grantor Retained Annuity Trust 2017
  - (ix) Marilyn Congdon Nowell Grantor Retained Annuity Trust 2016
  - (x) Marilyn Congdon Nowell Grantor Retained Annuity Trust 2017
  - (xi) 1998 Earl E. Congdon Family Trust
  - (xii) Earl and Kathryn Congdon Family Irrevocable Trust-2011
  - (xiii) Helen S. Congdon Revocable Inter Vivos Trust, dated April 24, 2012
  - (xiv) David S. Congdon Grantor Retained Annuity Trust 2016
  - (xv) David S. Congdon Grantor Retained Annuity Trust 2017
  - (xvi) David S. Congdon Irrevocable Trust #2, dated November 18, 1999
  - (xvii) Audrey L. Congdon Irrevocable Trust #2, dated May 28, 2004
  - (xviii) Earl E. Congdon GRAT Remainder Trust
  - (xix) David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell
  - (xx) David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell
  - (xxi) David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon
  - (xxii) Kathryn Leigh Congdon Revocable Declaration of Trust, dated May 23, 2006
  - (xxiii) Marilyn Marie Congdon Revocable Declaration of Trust, dated May 23, 2006
  - (xxiv) Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby
  - (xxv) Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell
- (b) Address of Principal Business Office or, if None, Residence:

500 Old Dominion Way Thomasville, NC 27360

As to (xii) and (xviii):

20 Harborage Isle Fort Lauderdale, FL 33316

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(c) Citizenship:

As to (i) As to (ii) through (x), (xiii) through (xvii), (xix-xxv) As to (xi) As to (xii) and (xviii):

USA North Carolina Virginia Florida

(d) Title of Class of Securities:

Common Stock (\$0.10 par value)

- (e) CUSIP Number: 679580100
- Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not Applicable. This is a joint filing by the persons identified in Item 2, above, pursuant to Rules 13d-1(d) and Rule 13d-1(k) but not a group filing.

#### Item 4. Ownership.

The securities reported herein are beneficially owned by David S. Congdon, the David S. Congdon Revocable Trust, dated December 3, 1991, the Irrevocable Trust, dated December 18, 1998, fbo Marilyn Congdon, the Irrevocable Trust, dated December 18, 1998, fbo Kathryn Congdon, the Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon, the Ashlyn Lane Congdon Revocable Intervivos Trust, dated December 7, 2010, the Kathryn Congdon Harrell Grantor Retained Annuity Trust 2016, the Kathryn Congdon Harrell Grantor Retained Annuity Trust 2017, the Kathryn Congdon Harrell Grantor Retained Annuity Trust 2016, the Kathryn Congdon Family Irrevocable Trust—2011, the Helen S. Congdon Revocable Inter Vivos Trust, dated April 24, 2012, the David S. Congdon Grantor Retained Annuity Trust 2016, the David S. Congdon Grantor Retained Annuity Trust 2017, the David S. Congdon Grantor Retained Annuity Trust 2017, the David S. Congdon Irrevocable Trust #2, dated November 18, 1999, the Audrey L. Congdon Irrevocable Trust #1 FBO of Kathryn Harrell, the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell, the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell, the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell, the David S. 2006, the Marilyn Marie Congdon Revocable Declaration of Trust, dated May 23, 2006, the Marilyn Marie Congdon Revocable Declaration of Trust #1 FBO Marilyn Nowell. The total securities reported is 4,692,640 shares of the Issuer's Common Stock, which constitutes 5.7% of such shares as of December 31, 2017.

As of December 31, 2017, David S. Congdon has sole voting and dispositive power with respect to 1,957,776 shares (2.4%) of the Issuer's Common Stock, of which 7,738 shares are held directly by David S. Congdon, 56,044 shares are held by David S. Congdon in his 401(k) plan, 597,243 shares are held by the David S. Congdon Revocable Trust, dated December 3, 1991, 92,715 shares are held by an Irrevocable Trust, dated December 18, 1998,

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fbo Marilyn Congdon, 92,716 shares are held an Irrevocable Trust, dated December 18, 1998, fbo Kathryn Congdon, 92,716 shares are held by an Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon, 175,598 shares are held by the David S. Congdon Grantor Retained Annuity Trust 2016, 150,000 shares are held by the David S. Congdon Grantor Retained Annuity Trust 2017, 307,225 shares are held by the Audrey L. Congdon Irrevocable Trust #2, dated May 28, 2004, 192,890 shares are held by the Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby, and 192,891 shares are held by the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell. He shares voting and dispositive power with respect to 2,734,864 shares (3.3%) of the Issuer's Common Stock, consisting of 152,293 shares held by the Ashlyn Lane Congdon Revocable Intervivos Trust, dated December 7, 2010, 66,707 shares held by the Kathryn Congdon Harrell Grantor Retained Annuity Trust 2016, 50,000 shares held by the Kathryn Congdon Harrell Grantor Retained Annuity Trust 2017, 66,707 shares held by the Marilyn Congdon Nowell Grantor Retained Annuity Trust 2016, 25,000 shares held by the Marilyn Congdon Nowell Grantor Retained Annuity Trust 2017, 316,405 shares held by the 1998 Earl E. Congdon Family Trust, 318,357 shares held by the Earl and Kathryn Congdon Family Irrevocable Trust - 2011, 89,384 shares held by the Helen S. Congdon Revocable Inter Vivos Trust, dated April 24, 2012, 299,251 shares held by the David S. Congdon Irrevocable Trust #2, dated November 18, 1999, 645,976 shares held by the Earl E. Congdon GRAT Remainder Trust, 209,925 shares held by the David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell, 209,926 shares held by the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell, 209,925 shares held by the David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon, 25,004 shares held by the Kathryn Leigh Congdon Revocable Declaration of Trust, dated May 23, 2006, and 50,004 shares held by the Marilyn Marie Congdon Revocable Declaration of Trust, dated May 23, 2006. David S. Congdon beneficially owns a total of 4,692,640 shares (5.7%) of the Issuer's Common Stock.

As of December 31, 2017, the David S. Congdon Revocable Trust, dated December 3, 1991, owns directly 597,243 shares (0.7%) of the Issuer's Common Stock. David S. Congdon, as Trustee, has sole voting and sole dispositive power over those shares.

As of December 31, 2017, an Irrevocable Trust, dated December 18, 1998, fbo Marilyn Congdon, has sole voting and dispositive power with respect to 92,715 shares (0.1%) of the Issuer's Common Stock. David S. Congdon is the Trustee. Marilyn Congdon is a child of David S. Congdon.

As of December 31, 2017, an Irrevocable Trust, dated December 18, 1998, fbo Kathryn Congdon, has sole voting and dispositive power with respect to 92,716 shares (0.1%) of the Issuer's Common Stock. David S. Congdon is the Trustee. Kathryn Congdon is a child of David S. Congdon.

As of December 31, 2017, an Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon, has sole voting and dispositive power with respect to 92,716 shares (0.1%) of the Issuer's Common Stock. David S. Congdon is the Trustee. Ashlyn Congdon is a child of David S. Congdon.

As of December 31, 2017, the Ashlyn Lane Congdon Revocable Intervivos Trust, dated December 7, 2010, beneficially owns 152,293 shares (0.2%) of the Issuer's Common Stock. Although Mr. Congdon's daughter, Ashlyn Congdon, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

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As of December 31, 2017, the Kathryn Congdon Harrell Grantor Retained Annuity Trust 2016 beneficially owns 66,707 shares (0.0%) of the Issuer's Common Stock. Although Mr. Congdon's daughter, Kathryn Congdon Harrell, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the Kathryn Congdon Harrell Grantor Retained Annuity Trust 2017 beneficially owns 50,000 shares (0.0%) of the Issuer's Common Stock. Although Mr. Congdon's daughter, Kathryn Congdon Harrell, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the Marilyn Congdon Nowell Grantor Retained Annuity Trust 2016 beneficially owns 66,707 shares (0.0%) of the Issuer's Common Stock. Although Mr. Congdon's daughter, Marilyn Congdon Nowell, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the Marilyn Congdon Nowell Grantor Retained Annuity Trust 2017 beneficially owns 25,000 shares (0.0%) of the Issuer's Common Stock. Although Mr. Congdon's daughter, Marilyn Congdon Nowell, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the 1998 Earl E. Congdon Family Trust, dated July 23, 2003, beneficially owns 316,405 shares (0.4%) of the Issuer's Common Stock. David S. Congdon is Co-Trustee of that trust.

As of December 31, 2017, the Earl and Kathryn Congdon Family Irrevocable Trust—2011 owns 318,357 shares (0.4%) of the Issuer's Common Stock. David S. Congdon is Co-Trustee of that trust.

As of December 31, 2017, the Helen S. Congdon Revocable Inter Vivos Trust, dated April 24, 2012, owns directly 89,384 shares (0.1%) of the Issuer's Common Stock. Although Mr. Congdon's wife, Helen Congdon, as Trustee, has sole voting and sole dispositive power over those shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, David S. Congdon, as Trustee and grantor of the David S. Congdon Grantor Retained Annuity Trust 2016, has sole voting and dispositive power with respect to 175,598 shares (0.2%) of the Issuer's Common Stock held by the David S. Congdon Grantor Retained Annuity Trust 2016.

As of December 31, 2017, David S. Congdon, as Trustee and grantor of the David S. Congdon Grantor Retained Annuity Trust 2017, has sole voting and dispositive power with respect to 150,000 shares (0.2%) of the Issuer's Common Stock held by the David S. Congdon Grantor Retained Annuity Trust 2017.

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As of December 31, 2017, the David S. Congdon Irrevocable Trust #2, dated November 18, 1999, owns directly 299,251 shares (0.4%) of the Issuer's Common Stock. Although Mr. Congdon's wife, Helen Congdon, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the Audrey L. Congdon Irrevocable Trust #2, dated May 28, 2004, owns directly 307,225 shares (0.4%) of the Issuer's Common Stock. David S. Congdon has sole voting and dispositive power over these shares as Trustee of that trust. Audrey L. Congdon is the sister of David S. Congdon.

As of December 31, 2017, the Earl E. Congdon GRAT Remainder Trust beneficially owns 645,976 shares (0.8%) of the Issuer's Common Stock. David S. Congdon is Co-Trustee of that trust.

As of December 31, 2017, the David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell beneficially owns 209,925 shares (0.3%) of the Issuer's Common Stock. Although Mr. Congdon's wife, Helen Congdon, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the David S. Congdon Irrevocable Trust #1 FBO Marilyn Congdon beneficially owns 209,926 shares (0.3%) of the Issuer's Common Stock. Although Mr. Congdon's wife, Helen Congdon, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon beneficially owns 209,925 shares (0.3%) of the Issuer's Common Stock. Although Mr. Congdon's wife, Helen Congdon, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the Kathryn Leigh Congdon Revocable Declaration of Trust, dated May 23, 2006, beneficially owns 25,004 shares (0.0%) of the Issuer's Common Stock. Although Mr. Congdon's daughter, Kathryn Congdon Harrell, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the Marilyn Marie Congdon Revocable Declaration of Trust, dated May 23, 2006, beneficially owns 50,004 shares (0.0%) of the Issuer's Common Stock. Although Mr. Congdon's daughter, Marilyn Congdon Nowell, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2017, the Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby beneficially owns 192,890 shares (0.2%) of the Issuer's Common Stock. David S. Congdon has sole voting and dispositive power over these shares as Trustee of that trust. Audrey L. Congdon is the sister of David S. Congdon.

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As of December 31, 2017, the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell beneficially owns 192,891 shares (0.2%) of the Issuer's Common Stock. David S. Congdon has sole voting and dispositive power over these shares as Trustee of that trust. Audrey L. Congdon is the sister of David S. Congdon.

- (a) Amount beneficially owned:
  - (i) 4,692,640
  - (ii) 597,243
  - (iii) 92,715
  - (iv) 92,716
  - (v) 92,716
  - (vi) 152,293
  - (vii) 66,707
  - (viii) 50,000
  - (ix) 66,707
  - (x) 25,000
  - (xi) 316,405
  - (xii) 318,357
  - (xiii) 89,384
  - (xiv) 175,598
  - (xv) 150,000
  - (xvi) 299,251
  - (xvii) 307,225
  - (xviii) 645,976
  - (xix) 209,925
  - (xx) 209,926
  - (xxi) 209,925
  - (xxii) 25,004
  - (xxiii) 50,004
  - (xxiv) 192,890
  - (xxv) 192,891
- (b) Percent of Class:
  - (i) 5.7%
  - (ii) 0.7%
  - (iii) 0.1%
  - (iv) 0.1%
  - (v) 0.1%
  - (vi) 0.2%
  - (vii) 0.0%
  - (viii) 0.0%
  - (ix) 0.0%
  - (x) 0.0%
  - (xi) 0.4%
  - (xii) 0.4%
  - (xiii) 0.1%
  - (xiv) 0.2%

(xv) 0.2%

- (xvi) 0.4%
- (xvii) 0.4%
- (xviii) 0.8%
- (xix) 0.3%
- (xx) 0.3%
- (xxi) 0.3%
- (xxii) 0.0%
- (xxiii) 0.0%
- (xxiv) 0.2%
- (xxv) 0.2%
- (c) Number of Shares as to which such person has:
  - (i) Sole power to vote or to direct the vote
    - (i) 1,957,776
    - (ii) 597,243
    - (iii) 92,715
    - (iv) 92,716
    - (v) 92,716
    - (vi) -0-
    - (vii) -0-
    - (viii) -0-
    - (ix) -0-
    - (x) -0-
    - (xi) -0-
    - (xii) -0-
    - (xiii) -0-
    - (xiv) 175,598
    - (xv) 150,000
    - (xvi) -0-
    - (xvii) 307,225
    - (xviii) -0-
    - (xix) -0-
    - (xx) -0-
    - (xxi) -0-
    - (xxii) -0-
    - (xxiii) -0-
    - (xxiv) 192,890
    - (xxv) 192,891
  - (ii) Shared power to vote or to direct the vote
    - (i) 2,734,864
    - (ii) -0-
    - (iii) -0-
    - (iv) -0-
    - (v) -0-

- (vi) 152,293
- (vii) 66,707

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- (viii) 50,000
- (ix) 66,707
- (x) 25,000
- (xi) 316,405
- (xii) 318,357
- (xiii) 89,384
- (xiv) -0-
- (xv) -0-
- (xvi) 299,251
- (xvii) -0-
- (xviii) 645,976
- (xix) 209,925
- (xx) 209,926
- (xxi) 209,925
- (xxii) 25,004
- (xxiii) 50,004
- (xxiv) -0-
- (xxv) -0-
- (iii) Sole power to dispose or to direct the disposition of
  - (i) 1,957,776
  - (ii) 597,243
  - (iii) 92,715
  - (iv) 92,716
  - (v) 92,716
  - (vi) -0-
  - (vii) -0-
  - (viii) -0-
  - (ix) -0-
  - (x) -0-
  - (xi) -0-
  - (xii) -0-
  - (xiii) -0-
  - (xiv) 175,598
  - (xv) 150,000
  - (xvi) -0-
  - (xvii) 307,225
  - (xviii) -0-
  - (xix) -0-
  - (xx) -0-
  - (xxi) -0-
  - (xxii) -0-
  - (xxiii) -0-
  - (xxiv) 192,890

(xxv) 192,891

(iv) Shared power to dispose or to direct the disposition of

(i)	2,734,864
(ii)	-0-
(iii)	-0-
(iv)	-0-
(v)	-0-
(vi)	152,293
(vii)	66,707
(viii)	50,000
(ix)	66,707
(x)	25,000
(xi)	316,405
(xii)	318,357
(xiii)	89,384
(xiv)	-0-
(xv)	-0-
(xvi)	299,251
(xvii)	-0-
(xviii)	645,976
(xix)	209,925
(xx)	209,926
(xxi)	209,925
(xxii)	25,004
(xxiii)	50,004
(xxiv)	-0-
(xxv)	-0-

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ ]

- Item 6. Ownership of More Than Five Percent on Behalf of Another Person See information in Item 4, above.
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person Not Applicable
- Item 8. Identification and Classification of Members of the Group See Item 3 and Item 4, above.
- Item 9. Notice of Dissolution of Group Not Applicable

## Item 10. Certifications

## Not Applicable

This report shall not be construed as an admission by the persons filing the report that they are the beneficial owner of any securities covered by this report.

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#### SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

February 13, 2018

DAVID S. CONGDON

/s/ David S. Congdon David S. Congdon

DAVID S. CONGDON REVOCABLE TRUST, DATED DECEMBER 3, 1991

By: /s/ David S. Congdon David S. Congdon, Trustee

IRREVOCABLE TRUST, DATED DECEMBER 18, 1998, FBO MARILYN CONGDON

By: /s/ David S. Congdon David S. Congdon, Trustee

IRREVOCABLE TRUST, DATED DECEMBER 18, 1998, FBO KATHRYN CONGDON

By: /s/ David S. Congdon

David S. Congdon, Trustee

IRREVOCABLE TRUST, DATED DECEMBER 18, 1998, FBO ASHLYN CONGDON

By: <u>/s/ David S. Congdon</u>

David S. Congdon, Trustee

ASHLYN LANE CONGDON REVOCABLE INTERVIVOS TRUST, DATED DECEMBER 7, 2010

By: /s/ Ashlyn L. Congdon

Ashlyn L. Congdon, Trustee

KATHRYN CONGDON HARRELL GRANTOR RETAINED ANNUITY TRUST 2016

By: Atlantic Trust Company, NA, Trustee

By: /s/ Leah M. Caracheo Leah M. Caracheo, Senior Vice President

KATHRYN CONGDON HARRELL GRANTOR RETAINED ANNUITY TRUST 2017

By: Atlantic Trust Company, NA, Trustee

By: /s/ Leah M. Caracheo

Leah M. Caracheo, Senior Vice President

### MARILYN CONGDON NOWELL GRANTOR RETAINED ANNUITY TRUST 2016

#### By: Atlantic Trust Company, NA, Trustee

By: /s/ Leah M. Caracheo Leah M. Caracheo, Senior Vice President

#### MARILYN CONGDON NOWELL GRANTOR RETAINED ANNUITY TRUST 2017

By: Atlantic Trust Company, NA, Trustee

By: /s/ Leah M. Caracheo Leah M. Caracheo, Senior Vice President

### 1998 EARL E. CONGDON FAMILY TRUST

#### By: /s/ David S. Congdon

David S. Congdon, Co-Trustee

#### EARL AND KATHRYN CONGDON FAMILY IRREVOCABLE TRUST—2011

By: /s/ David S. Congdon

David S. Congdon, Co-Trustee

# HELEN S. CONGDON REVOCABLE INTER VIVOS TRUST, DATED APRIL 24, 2012

By: /s/ Helen S. Congdon

Helen S. Congdon, Trustee

#### DAVID S. CONGDON GRANTOR RETAINED ANNUITY TRUST 2016

By: /s/ David S. Congdon

David S. Congdon, Trustee

#### DAVID S. CONGDON GRANTOR RETAINED ANNUITY TRUST 2017

By: /s/ David S. Congdon David S. Congdon, Trustee

## DAVID S. CONGDON IRREVOCABLE TRUST #2, DATED NOVEMBER 18, 1999

By: /s/ Helen S. Congdon

Helen S. Congdon, Trustee

# AUDREY L. CONGDON IRREVOCABLE TRUST #2, DATED MAY 28, 2004

By: /s/ David S. Congdon

David S. Congdon, Trustee

## EARL E. CONGDON GRAT REMAINDER TRUST

By: /s/ David S. Congdon David S. Congdon, Co-Trustee

#### DAVID S. CONGDON IRREVOCABLE TRUST #1 FBO KATHRYN HARRELL

By: /s/ Helen S. Congdon Helen S. Congdon, Trustee

#### DAVID S. CONGDON IRREVOCABLE TRUST #1 FBO MARILYN NOWELL

By: /s/ Helen S. Congdon Helen S. Congdon, Trustee

DAVID S. CONGDON IRREVOCABLE TRUST #1 FBO ASHLYN CONGDON

By: /s/ Helen S. Congdon

Helen S. Congdon, Trustee

#### KATHRYN LEIGH CONGDON REVOCABLE DECLARATION OF TRUST, DATED MAY 23 2006

By: /s/ Kathryn C. Harrell Kathryn C. Harrell, Trustee

### MARILYN MARIE CONGDON REVOCABLE DECLARATION OF TRUST, DATED MAY 23 2006

By: /s/ Marilyn C. Nowell Marilyn C. Nowell, Trustee

### AUDREY CONGDON IRREVOCABLE TRUST #1 FBO MEGAN OGLESBY

By: /s/ David S. Congdon David S. Congdon, Trustee

AUDREY CONGDON IRREVOCABLE TRUST #1 FBO SETH YOWELL

By: /s/ David S. Congdon

David S. Congdon, Trustee

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#### JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees to the joint filing with each other of the attached statement on Schedule 13G/A and to all amendments to such statement and that such statement and all amendments to such statement is made on behalf of each of them.

IN WITNESS WHEREOF, the undersigned hereby execute this agreement on February 13, 2018.

DAVID S. CONGDON

/s/ David S. Congdon

David S. Congdon

DAVID S. CONGDON REVOCABLE TRUST, DATED DECEMBER 3, 1991

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By: /s/ David S. Congdon David S. Congdon, Trustee

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By: /s/ David S. Congdon David S. Congdon, Trustee

IRREVOCABLE TRUST, DATED DECEMBER 18, 1998, FBO ASHLYN CONGDON

By: /s/ David S. Congdon David S. Congdon, Trustee

ASHLYN LANE CONGDON REVOCABLE INTERVIVOS TRUST, DATED DECEMBER 7, 2010

By: /s/ Ashlyn L. Congdon Ashlyn L. Congdon, Trustee

KATHRYN CONGDON HARRELL GRANTOR RETAINED ANNUITY TRUST 2016

By: Atlantic Trust Company, NA, Trustee

By: /s/ Leah M. Caracheo

Leah M. Caracheo, Senior Vice President

Page 40 of 42 pages

### KATHRYN CONGDON HARRELL GRANTOR RETAINED ANNUITY TRUST 2017

By: Atlantic Trust Company, NA, Trustee

By: /s/ Leah M. Caracheo Leah M. Caracheo, Senior Vice President

Lean W. Caracheo, Semor Vice Presiden

## MARILYN CONGDON NOWELL GRANTOR RETAINED ANNUITY TRUST 2016

By: Atlantic Trust Company, NA, Trustee

By: /s/ Leah M. Caracheo Leah M. Caracheo, Senior Vice President

## MARILYN CONGDON NOWELL GRANTOR RETAINED ANNUITY TRUST 2017

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By: /s/ Leah M. Caracheo

Leah M. Caracheo, Senior Vice President

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Helen S. Congdon, Trustee

#### DAVID S. CONGDON IRREVOCABLE TRUST #1 FBO MARILYN NOWELL

### By: /s/ Helen S. Congdon

Helen S. Congdon, Trustee

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Marilyn C. Nowell, Trustee

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By: /s/ David S. Congdon

David S. Congdon, Trustee

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By: /s/ David S. Congdon

David S. Congdon, Trustee