

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person * <u>Gantt Greg C</u> (Last) (First) (Middle) <u>C/O OLD DOMINION FREIGHT LINE, INC.</u> <u>500 OLD DOMINION WAY</u> (Street) <u>THOMASVILLE NC 27360</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>OLD DOMINION FREIGHT LINE, INC. [ODFL]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |
|---|---|---|

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 | 05/01/2025 | | M | | 350 | A | (1) | 110,606 | D | |
| Common Stock | 05/01/2025 | | M | | 480 | A | (1) | 111,086 | D | |
| Common Stock | 05/01/2025 | | M | | 708 | A | (1) | 111,794 | D | |
| Common Stock | 05/01/2025 | | M | | 824 | A | (1) | 112,618 | D | |
| Common Stock | 05/01/2025 | | M | | 338 | A | (1) | 112,956 | D | |
| Common Stock | 05/01/2025 | | M | | 550 | A | (1) | 113,506 | D | |
| Common Stock | 05/01/2025 | | M | | 1,858 | A | (1) | 115,364 | D | |
| Common Stock | 05/01/2025 | | F | | 2,113 | D | \$153.28 | 113,251 | D | |
| Common Stock | | | | | | | | 268 | I | By spouse 401(k) plan |

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|----------------------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Phantom Stock (2015 grant) | (1) | 05/01/2025 | | M | | | 350 ⁽²⁾ | 05/01/2025 | 05/01/2025 | Common Stock | 350 ⁽²⁾ | (1) | 2,438 ⁽²⁾ | D | |
| Phantom Stock (2014 grant) | (1) | 05/01/2025 | | M | | | 480 ⁽²⁾ | 05/01/2025 | 05/01/2025 | Common Stock | 480 ⁽²⁾ | (1) | 3,368 ⁽²⁾ | D | |
| Phantom Stock (2013 grant) | (1) | 05/01/2025 | | M | | | 708 ⁽²⁾ | 05/01/2025 | 05/01/2025 | Common Stock | 708 ⁽²⁾ | (1) | 4,956 ⁽²⁾ | D | |
| Phantom Stock (2012 grant) | (1) | 05/01/2025 | | M | | | 824 ⁽³⁾ | 05/01/2025 | 05/01/2025 | Common Stock | 824 ⁽³⁾ | (1) | 842 ⁽³⁾ | D | |
| Phantom Stock (2011 grant) | (1) | 05/01/2025 | | M | | | 338 ⁽³⁾ | 05/01/2025 | 05/01/2025 | Common Stock | 338 ⁽³⁾ | (1) | 330 ⁽³⁾ | D | |
| Phantom Stock (2010 grant) | (1) | 05/01/2025 | | M | | | 550 ⁽⁴⁾ | 05/01/2025 | 05/01/2025 | Common Stock | 550 ⁽⁴⁾ | (1) | 548 ⁽⁴⁾ | D | |
| Phantom Stock (grants prior to 2010) | (1) | 05/01/2025 | | M | | | 1,858 ⁽⁴⁾ | 05/01/2025 | 05/01/2025 | Common Stock | 1,858 ⁽⁴⁾ | (1) | 1,846 ⁽⁴⁾ | D | |

Explanation of Responses:

1. Each share of phantom stock was the economic equivalent of one share of Old Dominion Freight Line, Inc. common stock. This Form 4 is being filed to report the settlement of certain outstanding phantom stock awards in shares of Old Dominion Freight Line, Inc. common stock on May 1, 2025.

2. Adjusted to reflect a two-for-one stock split on March 28, 2024 and a three-for-two stock split on March 25, 2020.

3. Adjusted to reflect a two-for-one stock split on March 28, 2024 and a three-for-two stock split on each of March 25, 2020 and September 10, 2012.

4. Adjusted to reflect a two-for-one stock split on March 28, 2024 and a three-for-two stock split on each of March 25, 2020, September 10, 2012 and August 24, 2010.

/s/ Greg C. Gantt

05/01/2025

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.