

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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>Gantt Greg C</u>	<u>OLD DOMINION FREIGHT LINE, INC. [</u> <u>ODFL]</u>	☒ Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Officer (give title below) Other (specify below)
<u>C/O OLD DOMINION FREIGHT LINE, INC.</u>	<u>09/01/2025</u>	
<u>500 OLD DOMINION WAY</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)		☒ Form filed by One Reporting Person
<u>THOMASVILLE NC 27360</u>		Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	09/01/2025		M		350	A	(1)	119,426	D	
Common Stock	09/01/2025		M		480	A	(1)	119,906	D	
Common Stock	09/01/2025		M		708	A	(1)	120,614	D	
Common Stock	09/01/2025		F		636	D	\$150.97	119,978	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)	09/01/2025		M			350 ⁽²⁾	09/01/2025	09/01/2025	Common Stock	350 ⁽²⁾	(1)	1,038 ⁽²⁾	D	
Phantom Stock (2014 grant)	(1)	09/01/2025		M			480 ⁽²⁾	09/01/2025	09/01/2025	Common Stock	480 ⁽²⁾	(1)	1,448 ⁽²⁾	D	
Phantom Stock (2013 grant)	(1)	09/01/2025		M			708 ⁽²⁾	09/01/2025	09/01/2025	Common Stock	708 ⁽²⁾	(1)	2,124 ⁽²⁾	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 September 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.

/s/ Greg C. Gantt
Signature of Reporting Person

09/03/2025
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.