

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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☐ 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

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 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>]	<input checked="" type="checkbox"/> 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>02/01/2024</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)		<input checked="" type="checkbox"/> 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	02/01/2024		M		175	A	(1)	44,081	D	
Common Stock	02/01/2024		M		240	A	(1)	44,321	D	
Common Stock	02/01/2024		M		354	A	(1)	44,675	D	
Common Stock	02/01/2024		M		412	A	(1)	45,087	D	
Common Stock	02/01/2024		M		169	A	(1)	45,256	D	
Common Stock	02/01/2024		M		275	A	(1)	45,531	D	
Common Stock	02/01/2024		M		929	A	(1)	46,460	D	
Common Stock	02/01/2024		F		1,063	D	\$392.19	45,397	D	
Common Stock								7,876	I	By 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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock (2015 grant)	(1)	02/01/2024		M		175 ⁽²⁾	02/01/2024	02/01/2024	Common Stock	175 ⁽²⁾	(1)	3,844 ⁽²⁾	D	
Phantom Stock (2014 grant)	(1)	02/01/2024		M		240 ⁽²⁾	02/01/2024	02/01/2024	Common Stock	240 ⁽²⁾	(1)	5,284 ⁽²⁾	D	
Phantom Stock (2013 grant)	(1)	02/01/2024		M		354 ⁽²⁾	02/01/2024	02/01/2024	Common Stock	354 ⁽²⁾	(1)	7,788 ⁽²⁾	D	
Phantom Stock (2012 grant)	(1)	02/01/2024		M		412 ⁽³⁾	02/01/2024	02/01/2024	Common Stock	412 ⁽³⁾	(1)	6,601 ⁽³⁾	D	
Phantom Stock (2011 grant)	(1)	02/01/2024		M		169 ⁽³⁾	02/01/2024	02/01/2024	Common Stock	169 ⁽³⁾	(1)	2,700 ⁽³⁾	D	
Phantom Stock (2010 grant)	(1)	02/01/2024		M		275 ⁽⁴⁾	02/01/2024	02/01/2024	Common Stock	275 ⁽⁴⁾	(1)	4,399 ⁽⁴⁾	D	
Phantom Stock (grants prior to 2010)	(1)	02/01/2024		M		929 ⁽⁴⁾	02/01/2024	02/01/2024	Common Stock	929 ⁽⁴⁾	(1)	14,858 ⁽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 February 1, 2024.

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

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

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

/s/ Greg C. Gantt

02/02/2024

** 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.

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