

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>CONGDON DAVID S</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)	<input checked="" type="checkbox"/> Officer (give title below) Other (specify below)
<u>C/O OLD DOMINION FREIGHT LINE, INC.</u>	<u>02/23/2024</u>	<u>Executive Chairman</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/23/2024		S		9,361	D	\$438.47 <sup>(1)</sup>	757,351	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	02/23/2024		S		4,600	D	\$439.42 <sup>(2)</sup>	752,751	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	02/23/2024		S		6,407	D	\$440.57 <sup>(3)</sup>	746,344	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	02/23/2024		S		3,543	D	\$441.3 <sup>(4)</sup>	742,801	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	02/23/2024		S		100	D	\$442.11	742,701	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	02/23/2024		S		9,989	D	\$444.17 <sup>(5)</sup>	732,712	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	02/23/2024		G		18,125	D	\$0	714,587	I	By David S. Congdon Revocable Trust dated 12/3/91

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/26/2024		G		1,040	D	\$0	713,547	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	02/26/2024		G		520	D	\$0	149,301 <sup>(6)</sup>	I	By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12
Common Stock								2,169	D	
Common Stock								933,714	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock								140,224	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock								474,607	I	As co-trustee of the 1998 Earl E. Congdon Family Trust
Common Stock								487,056	I	As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011
Common Stock								375,685	I	By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell
Common Stock								375,683	I	By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell

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								375,683	I	By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon
Common Stock								289,335	I	As trustee of the Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby
Common Stock								289,336	I	As trustee of the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell
Common Stock								168,420	I	As trustee of the Audrey Congdon Irrevocable Trust #2 FBO Megan Oglesby
Common Stock								534,318	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock								257,935	I	As trustee of Audrey Congdon Irrevocable Trust No. 2 FBO Seth Yowell
Common Stock								55,650	I	As trustee of Yowell Family 2020 GST Trust
Common Stock								470	I	As trustee of J. Benjamin Yowell 2020 Trust
Common Stock								470	I	As trustee of Clay Yowell 2020 Trust
Common Stock								470	I	As trustee of Andrew Yowell 2020 Trust
Common Stock								87,653	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

1. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$437.96 to \$438.96, inclusive. The 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.
2. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$439.00 to \$439.94, inclusive. The 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 price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$440.01 to \$441.01, inclusive. The 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.
4. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$441.02 to \$441.99, inclusive. The 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.
5. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$444.00 to \$444.24, inclusive. The 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.
6. This amount reflects a gift of 520 shares from the David S. Congdon Revocable Trust dated 12/3/91 on February 26, 2024.

/s/ David S. Congdon

02/27/2024

\*\* 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.

**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.**