

FORM 5

OMB APPROVAL

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.

Form 3 Holdings Reported.

Form 4 Transactions Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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ANNUAL 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

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person * | 2. Issuer Name and Ticker or Trading Symbol <u>OLD DOMINION FREIGHT LINE, INC. [ODFL]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| <u>CONGDON DAVID S</u> | | <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u> |
| (Last) (First) (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2025</u> | |
| C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY | 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 Form filed by More than One Reporting Person |
| THOMASVILLE NC 27360 | | |
| (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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|--|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/01/2025 | | J ⁽¹⁾ | 481,425 | D | \$0 | 764,800 | I | By David S. Congdon Revocable Trust Dated 12/3/91 |
| Common Stock | | | | | | | 481,425 | I | The David S. Congdon 2025 GRAT |
| Common Stock | | | | | | | 297,250 | I | By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12 |
| Common Stock | | | | | | | 1,867,428 | I | As co-trustee of Earl E. Congdon GRAT Remainder Trust |
| Common Stock | | | | | | | 0 ⁽²⁾ | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon |

| 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | 949,214 | I | As co-trustee of the 1998 Earl E. Congdon Family Trust |
| Common Stock | | | | | | | 977,244 | I | As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011 |
| Common Stock | | | | | | | 0 ⁽²⁾ | I | By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell |
| Common Stock | | | | | | | 0 ⁽²⁾ | I | By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell |
| Common Stock | | | | | | | 0 ⁽²⁾ | I | By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon |
| Common Stock | | | | | | | 295,670 ⁽²⁾ | I | As trustee of the Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby |
| Common Stock | | | | | | | 0 ⁽²⁾ | I | As trustee of the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell |
| Common Stock | | | | | | | 243,545 | I | As trustee of the Audrey Congdon Irrevocable Trust #2 FBO Megan Oglesby |

| 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | 1,068,636 | I | By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99 |
| Common Stock | | | | | | | 515,870 | I | As trustee of Audrey Congdon Irrevocable Trust No. 2 FBO Seth Yowell |
| Common Stock | | | | | | | 199,650 ⁽²⁾ | I | As trustee of Yowell Family 2020 GST Trust |
| Common Stock | | | | | | | 2,044 | I | As trustee of J. Benjamin Yowell 2020 Trust |
| Common Stock | | | | | | | 2,044 | I | As trustee of Clay Yowell 2020 Trust |
| Common Stock | | | | | | | 2,044 | I | As trustee of Andrew Yowell 2020 Trust |
| Common Stock | | | | | | | 178,031 | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|---|-----------------|--|--|---|--|
| | | | | | (A) | (D) | | Date Exercisable | Expiration Date | Title | | | |
| | | | | | | | | | | | | | |

Explanation of Responses:

1. The reporting person's contribution of Old Dominion Freight Line, Inc. common stock was a change in form of beneficial ownership exempt from Section 16(a) and Section 16(b). This Form 5 is being filed solely to update the reporting person's holdings.

2. This amount reflects an exempt transfer of shares since the reporting person's last Form 4.

/s/ David S. Congdon

** Signature of Reporting Person

02/13/2026

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.