

Common Stock	11/28/2011		G	V	2,320	D	\$ 0	695,223	I	Congdon Revocable Trust dated 12/3/91
Common Stock	11/28/2011		G	V	1,000	A	\$ 0	58,250	I	By wife
Common Stock	11/28/2011		G	V	1,300	A	\$ 0	419,851	I	By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92
Common Stock								28,445	D	
Common Stock								38,750	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock								104,016 (1)	I	As trustee of David S. Congdon February 2010 Grantor Retained Annuity Trust
Common Stock								430,651	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock								32,574	I	By 401(k) plan
Common Stock								44,583	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04
Common Stock								106,602	I	As custodian for minor child of Mr. Congdon
Common Stock								210,937 (2)	I	As co-trustee of the 1998 Earl E. Congdon Family Trust
Common Stock								257,188 (3)	I	As trustee of Audrey L. Congdon Irrevocable Trust #1 dated 12/1/92

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

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 control number.

SEC 1474 (9-02)

**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONGDON DAVID S C/O OLD DOMINION FREIGHT LINE, INC 500 OLD DOMINION FREIGHT WAY THOMASVILLE, NC 27360	X		President and CEO	

Signatures

/s/ David S. Congdon	02/03/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

* 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).

(1) Also reflects a transfer of 45,984 shares from the David S. Congdon February 2010 Grantor Retained Annuity Trust to the David S. Congdon Revocable Trust dated 12/3/91 on February 23, 2011.

(2) The reporting person became co-trustee of the 1998 Earl E. Congdon Family Trust on July 26, 2011.

(3) The reporting person became trustee of the Audrey L. Congdon Irrevocable Trust #2 as a result of the death of the prior trustee, John Yowell.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

January 31, 2012

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Old Dominion Freight Line, Inc.

Ladies and Gentlemen:

Pursuant to General Instruction 7 to Form 3 (Initial Statement of Beneficial Ownership), Form 4 (Statement of Changes in Beneficial Ownership) and Form 5 (Annual Statement of Changes in Beneficial Ownership) promulgated by the Securities and Exchange Commission pursuant to Section 16 of the Securities Exchange Act of 1934, the undersigned director, officer and/or shareholder of Old Dominion Freight Line, Inc. (the "Company") hereby authorizes and designates Alice G. Gibson, Ross H. Parr and John P. Booker, and each of them, to execute and file with the Commission on the undersigned's behalf any and all statements on Form 3, Form 4 or Form 5 relating to the undersigned's beneficial ownership of securities of the Company as required by Section 16(a) of the Securities Exchange Act of 1934 and the rules of the Commission promulgated thereunder. This authorization and designation shall be effective for so long as the undersigned remains subject to the provisions of Section 16 of the Securities Exchange Act of 1934.

Effective as of the 31st day of January, 2012.

/s/ David S. Congdon
David S. Congdon
