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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses) 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Symbol (Check all applicable) CONGDON DAVID S OLD DOMINION FREIGHT LINE INC/VA Director X Officer (give title below) Other (specify below) President and CEO (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) C/O OLD DOMINION FREIGHT LINE, 05/17/2011 INC, 500 OLD DOMINION FREIGHT WAY 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) X_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 2. Transaction 2A Deemed 3. Transaction 4. Securities Acquired 5 Amount of Securities 7. Nature of Beneficially Owned Following (Instr. 3) Date Execution Date, if Code (A) or Disposed of (D) Ownership Indirect Beneficial (Month/Day/Year) anv (Instr. 8) (Instr. 3, 4 and 5) Reported Transaction(s) Form: (Month/Day/Year (Instr. 3 and 4) Direct (D) Ownership or Indirect (Instr. 4) (A) or Code Amount (D) Price (Instr. 4) As cotrustee of the Earl and Kathryn Common Stock 05/17/2011 G V 212,238 A \$ 0 212,238 Congdon Family Irrevocable Trust -2011 By David Congdon 695 V Common Stock 11/07/2011 G \$ 0 697,543 (1) Revocable Trust dated 12/3/91 As trustee of Irrevocable Trust Agreement 695 11/07/2011 G V \$ 0 59,823 Common Stock dated 12/18/98 fbo Marilyn Congdon As trustee of Irrevocable Trust Agreement V Common Stock 11/07/2011 G 695 A \$ 0 59,823 dated 12/18/98 fbo Kathryn Congdon As trustee of Irrevocable Trust Common Stock 11/07/2011 G V 695 A \$ 0 59,823 Agreement dated 12/18/98 fbo Ashlyn Congdon By David S.

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 cotrustee 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 cotrustee 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

	Report on a	separate line for eac	h class of securities	beneficially	owned direc	ctly or							
indirectly.													
					Persons who respond to the collection of information SEC 1474 (9 contained in this form are not required to respond unless the form displays a currently valid OMB control number.							1474 (9- 02)	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
Security (Instr. 3)	Conversion	Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	of	6. Date Exe and Expirati (Month/Day	ion Date v/Year)	Amor Unde Secur	unt of rlying	Derivative Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficial
						Date Exercisable	Expiration Date	Title	Amount or Number				

Shares

Code V (A) (D)

Reporting Owners

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

Signatures

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

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