

# 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)

1. Name and Address of Reporting Person * CONGDON JOHN R  <small>(Last) (First) (Middle)</small> C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY  <small>(Street)</small> THOMASVILLE, NC 27360  <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol OLD DOMINION FREIGHT LINE INC/VA [ODFL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Vice Chairman of the Board / Member of Section 13(d) group
3. Date of Earliest Transaction (Month/Day/Year) 04/30/2012		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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	04/30/2012		G	V	311,532	D	\$ 0	0 (1)	I	As trustee of the John R. Congdon 2010 GRAT
Common Stock	05/18/2012		G	V	3,344	D	\$ 0	1,993,046 (1)	I	As trustee of John R. Congdon Revocable Trust
Common Stock	05/30/2012		G	V	873	D	\$ 0	644,733 (2) (3) (4)	I	As trustee of John R. Congdon Revocable Trust
Common Stock								675,000 (2) (4)	I	As trustee of the John R. Congdon 2012 GRAT No. 1
Common Stock								1,668,526 (3) (4)	I	By Congdon Family, LLC (5)

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)
						Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONGDON JOHN R C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360	X	X	Vice Chairman of the Board	Member of Section 13(d) group

## Signatures

/s/ John R. Congdon	02/12/2013
<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) Reflects a transfer of 256,136 shares from the John R. Congdon 2010 GRAT to the John R. Congdon Revocable Trust on April 30, 2012.

(2) Reflects a transfer of 450,000 shares from the John R. Congdon Revocable Trust to the John R. Congdon 2012 GRAT No. 1 on August 20, 2012.

(3) Reflects a transfer of 1,112,351 shares (1,668,526 shares after the September 10, 2012 stock split) from the John R. Congdon Revocable Trust to Congdon Family, LLC on August 30, 2012.

(4) Adjusted to reflect a three-for-two stock split on September 10, 2012.

(5) The John R. Congdon Revocable Trust, which John R. Congdon serves as the trustee of, is a member of Congdon Family, LLC. John R. Congdon serves as a manager of Congdon Family, LLC.

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.

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**POWER OF ATTORNEY**

Know all by these presents that each of the undersigned hereby constitutes and appoints John R. Congdon, Jr., Ross H. Parr, J. Wes Frye, John P. Booker, III and Alice G. Gibson, and each of them, the undersigned's true and lawful attorney-in-fact to:

(i) Execute for and on behalf of the undersigned, in the undersigned's capacity as beneficial owner of shares of common stock of Old Dominion Freight Line, Inc. (the "Company"), Schedules 13D, Schedules 13G and any amendments to such schedules pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

(ii) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Exchange Act or any rule or regulation of the SEC;

(iii) Execute for and on behalf of the undersigned, in the undersigned's capacity as beneficial owner of shares of common stock of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Exchange Act and the rules thereunder;

(iv) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D, Schedule 13G, Form ID, Form 3, 4 or 5, or amendment thereto and timely file such schedule, form or amendment with the SEC and any stock exchange or similar authority; and

(v) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d) or Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, each of the undersigned has caused this Power of Attorney to be executed as of this 7th day of September, 2012.

SUSAN C. TERRY

/s/ Susan C. Terry  
Susan C. Terry

JEFFREY W. CONGDON

/s/ Jeffrey W. Congdon  
Jeffrey W. Congdon

JOHN R. CONGDON

/s/ John R. Congdon  
John R. Congdon

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