# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL					
MB Number:	3235-0287				
stimated average burden					
ours per response	0.5				

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

pe Response	es)														
1. Name and Address of Reporting Person *- Gantt Greg C				2. Issuer Name <b>and</b> Ticker or Trading Symbol OLD DOMINION FREIGHT LINE INC/VA [ODFL]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X Officer (give title below) Other (specify below)				
DOMINI		LINE,	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2014							Execu	ttive VP and C	200			
SVILLE, N	(Street) NC 27360		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							
y)	(State)	(Zip)			Table	e I - N	Non-Deri	ivative	e Securitio	es Acquir	ed, Dispos	ed of, or Be	neficially Ow	ned	
Security		2. Transaction Date (Month/Day/Year)	Execution any	n Date	e, if Co (In	ode nstr. 8	8)	(A) or (Instr.	r Disposed 3, 4 and 5 (A) or	1 of (D) E 5) F	Beneficially Reported Tr	Owned Fol ansaction(s)	lowing (	Ownership of orm: Direct (D) Or Indirect (I)	. Nature f Indirect geneficial ownership (nstr. 4)
							conta form ired, Dis	ained displa sposed	in this fo ays a cu l of, or Be	orm are or	not requir ralid OMB	ed to resp	ond unless		174 (9-02)
Security or Exercise (Month/Day/Year) any		if Transaction of Code Derivative		and Expiration Date (Month/Day/Year) Amount Underly Securit			Amount Underlyi Securitie	t of Derivat ying Security ies (Instr. 5		Derivative Securities Beneficially Owned Following Reported	Ownership of I Form of Ber Derivative Security: Direct (D) or Indirect	Beneficia Ownershi (Instr. 4)			
			Code	V	(A)	(D)				Title	Amount or Number of Shares				
						_					on 2 0 42				
	nd Address of eg C  st) D DOMINI O OLD DO  SVILLE, N  y)  Security  Report on a  2.  Conversion or Exercise Price of Derivative	nd Address of Reporting Personal Address of Report On Pate (State)  2.	and Address of Reporting Person eg C  st) (First) (Middle) D DOMINION FREIGHT LINE, D OLD DOMINION WAY  (Street)  SVILLE, NC 27360  y) (State) (Zip)  Security  2. Transaction Date (Month/Day/Year)  Report on a separate line for each class of security  Table II - I  (a)  2. Conversion Conversion Or Exercise Price of Derivative  A. Deemed Execution Date, any (Month/Day/Year)	and Address of Reporting Person 2  2. Issuer OLD DO (DDFL)  3. Date of O2/26/20  DOMINION FREIGHT LINE, OOLD DOMINION WAY  (Street)  SVILLE, NC 27360  y)  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative (e.g., puts, any Code Price of Derivative (Month/Day/Year)  (Instr. Month/Day/Year)  2. Issuer OLD DO  (Middle)  (A. Deen Execution any (Month/Day/Year)  A. Deen Execution any (Month/Day/Year)  3. Date of O2/26/20  4. If Ame  Execution Date (e.g., puts, any Code (Month/Day/Year))  (Month/Day/Year)  (Month/Day/Year)  (Instr. Middle)  3. Date of O2/26/20  4. If Ame  Execution Date (e.g., puts, any (Month/Day/Year))  (Month/Day/Year)	and Address of Reporting Person 2. Issuer Nam OLD DOMIN [ODFL]  st) (First) (Middle) D DOMINION FREIGHT LINE, O OLD DOMINION WAY  (Street) 4. If Amendme  SVILLE, NC 27360  y) (State) (Zip)  Security 2. Transaction Date (Month/Day/Year)  Report on a separate line for each class of securities beneficially of the conversion of Exercise (Month/Day/Year)  Price of Derivative (Month/Day/Year)  A Date of Earli (02/26/2014)  4. If Amendme  2. A. Deemed Execution Date (e.g., puts, calls, any (Month/Day/Year))  Table II - Derivative Secure (e.g., puts, calls, any (Month/Day/Year))  [A Date of Earli (02/26/2014)  [A Date of	and Address of Reporting Person 2 eg C  St)  (First) (DDFL]  (St) (DDFL)  (St) (DOMINION FREIGHT LINE, 0 OLD DOMINION WAY  (Street) (Street) (Street) (State) (State) (Zip) (A) (A) (Month/Day/Year)  (Street)  Conversion of Conversion of Exercise (Month/Day/Year) (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warra (e.g., puts, calls, warra (e.g., puts) (Code Derivative Security  Table II - Derivative Securities (Month/Day/Year)  (Month/Day/Year)  3. Date of Earliest Tra 02/26/2014  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securities beneficially owned  Table II - Derivative Securities (e.g., puts, calls, warra (e.g., puts, calls, warra (e.g., puts) (A) or Derivative Security  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	and Address of Reporting Person 2  2. Issuer Name and Ticke OLD DOMINION FRE [ODFL]  3. Date of Earliest Transact 02/26/2014  3. Date of Earliest Transact 02/26/2014  4. If Amendment, Date Original Solution Date (Month/Day/Year)  Security  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Table II - Derivative Securities Acquired (Roger, puts, calls, warrants, of Date (Month/Day/Year)  2. Table II - Derivative Securities Acquired (A) or Disposed of (Derivative Security (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Ocode (Instr. 8)  5. Number Code (Instr. 8)  6. Number Code (Instr. 8)  6. Number Code (Instr. 8)  7. Transaction Ocode (Instr. 8)  8. Number Code (Instr. 8)  9. Number Code (Instr. 8)  9. Number Code (Instr. 8)  1. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, 4)  1. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, 4)	and Address of Reporting Person - eg C  2. Issuer Name and Ticker or Trac OLD DOMINION FREIGHT I [ODFL]  3. Date of Earliest Transaction (Moro 02/26/2014  4. If Amendment, Date Original File SVILLE, NC 27360  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Report on a separate line for each class of securities beneficially owned directly or inc  Table II - Derivative Securities Acquired, Dis (e.g., puts, calls, warrants, options, or Exercise (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Acquired (Month/Day/Year)  2. Transaction Date (Instr. 8)  Code V  Persocontrative Securities Acquired (A) or Disposed of (D) (Instr. 8)  Date  Date	and Address of Reporting Person eg C  and Dominion Freight Line  and Ticker or Trading S  OLD DOMINION FREIGHT LINE  and 2/26/2014  3. Date of Earliest Transaction (Month/Dato/2/26/2014  4. If Amendment, Date Original Filed(Month/Dato/2/26/2014  5. VILLE, NC 27360  2. Transaction Date  (Month/Day/Year)  A Securition Date, if (Month/Day/Year)  A Code  A Persons we contained form displement of Execution Date end Execution Date if any  Code  Conversion of Exercise (Month/Day/Year)  Price of Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversion of Code  Code  (Month/Day/Year)  A Derivative Securities Acquired (Month/Day/Year)  A Derivative Securities Acquired (Month/Day/Year)  Code  C	and Address of Reporting Person - eg C  2. Issuer Name and Ticker or Trading Symbol OLD DOMINION FREIGHT LINE INC/VA [ODFL] 3. Date of Earliest Transaction (Month/Day/Year) O2/26/2014  4. If Amendment, Date Original Filed(Month/Day/Year) SVILLE, NC 27360  y)  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed of, or Be (e.g., puts, calls, warrants, options, convertible see (Month/Day/Year)  2. Transaction Date or Exercise (Month/Day/Year)  2. Transaction Code (Instr. 8)  (A) or Disposed of, or Be (e.g., puts, calls, warrants, options, convertible see (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (A) or Disposed of (D) (Instr. 3, 4, and 5)	2. Issuer Name and Ticker or Trading Symbol OLD DOMINION FREIGHT LINE INC/VA [ODFL]  3. Date of Earliest Transaction (Month/Day/Year) 02/26/2014  3. Date of Earliest Transaction (Month/Day/Year) 02/26/2014  3. Date Original Filed(Month/Day/Year) 02/26/2014  4. If Amendment, Date Original Filed(Month/Day/Year) 02/26/2014  5. SVILLE, NC 27360  Security 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4) (Month/Day/Year) 0. Security 0. Security 0. Securities Date (C.g., puts, calls, warrants, options, convertible securities and Date (Month/Day/Year) 0. Securities Date (Month/Day/Year) 0. Securities Date (Instr. 8) 0. Securities Date (C.g., puts, calls, warrants, options, convertible securities Date (Month/Day/Year) 0. Securities Date (Instr. 8) 0. Securities Date (Month/Day/Year) 0. Securities Date (Instr. 8) 0. Securities Date (Instr. 8) 0. Securities Date (Month/Day/Year) 0. 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Relations OLD DOMINION FREIGHT LINE INC/VA (Month/Day/Year)  8. Relations Director X Officer (Instr. 8)  8. Relations OLD DOMINION FREIGHT LINE INC/VA (Month/Day/Year)  8. Relations Director X Officer (Instr. 8)  8. Amount (Instr. 8)  9. Code V Amount (Instr. 8)  9. Persons who respond to the collectic contained in this form are not requir form displays a currently valid OMB  Table II - Derivative Securities Code (Instr. 8)  1. Securities (Instr. 3 and 4)  1. Securities (Instr. 3 and 4	2. Issuer Name and Ticker or Trading Symbol OLD DOMINION FREIGHT LINE INC/VA [ODFL]	2. Issuer Name and Ticker or Trading Symbol OLD DOMINION FREIGHT LINE INC/VA [ODFL]  3. Date of Earliest Transaction (Month/Day/Year)  (Street)  (Month/Day/Year)  (Street)  (Street)  (Month/Day/Year)  (Street)  (Street)  (Month/Day/Year)  (Street)  (Month/Day/Year)  (Month/Da	2. Issuer Name and Ticker or Trading Symbol OLD DOMINION FREIGHT LINE INC/VA (Check all applicable) OLD DOMINION FREIGHT LINE INC/VA (DDFL)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  5. Relationship of Reporting Person (Check all applicable)  6. Individual or Joint/Group Filing(Check Applicable L. X. Form filed by More fland one Reporting Person  7. Form filed by More fland one Reporting Person  8. VILLE, NC 27360  7. Code  (Month/Day/Year)  (Month/D

#### Reporting Owners

B 4 0 N /AII	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Gantt Greg C C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360			Executive VP and COO			

### **Signatures**

/s/ John P. Booker, III, by Power of Attorney	02/27/2014
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) Each share of phantom stock is the economic equivalent of one share of Old Dominion Freight Line, Inc. common stock.

The award will vest with respect to one-fifth of the phantom stock subject to the award on each anniversary of the grant date and the award will be fully vested on the fifth anniversary of the grant date, provided that (a) the reporting person has been continuously employed by the issuer from the grant date until each respective vesting date; (b) the

reporting person has been continuously employed by the issuer for at least 10 years on the respective vesting date; and (c) the reporting person has attained age 65 on the respective vesting date. The award will settle on the earlier of (a) the date of the reporting person's termination of employment for any reason other than death, total disability or for cause; (b) the date of the reporting person's death while employed by the issuer; or (c) the date of the reporting person's termination of employment as a result of his total disability.

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.