FORM 4

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

OMB APPROVAL					
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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

D	(Middle) LINE, (Zip)	2. Issuer I OLD DO [ODFL] 3. Date of I 02/26/201 4. If Amen 2A. Deeme Execution	MINIC Earliest 14 dment, l	Transac	EIGHT tion (Mo	LINE I	NC/VA	6.	Director X Officer (s	(Chec give title below) SVP - Sti	Otherategic Develo	le) Owner er (specify belo pment	w)	
N FREIGHT L MINION WAY (Street) C 27360 (State)	(Zip)	02/26/201 4. If Amenda 2A. Deemda	14 dment, l	Date Or			,							
C 27360 (State)	(Zip)	2A. Deemo	Ta		iginal Fil	ed(Month/	/Day/Year)			or Joint/Gr	Eilin			
(State)	2. Transaction Date			blo I		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
D	Date		ed	able I -	Non-Der	ivative S	Securitio	es Acquire	ed, Dispose	d of, or Be	neficially Ow	ned		
			Date, if	Code (Instr.		(A) or I	Disposed of (D) Beneficia 3, 4 and 5) Reported		eported Transaction(s) instr. 3 and 4)		orm: I firect (D) (r Indirect (7. Nature of Indirect Beneficial Ownership Instr. 4)		
				Cod	le V	Amoun		Price			(I (I	nstr. 4)		
					uired, Di	sposed o	of, or Be	neficially		Control no	iiiibei.			
. Transaction Date Month/Day/Year	3A. Deemed Execution Date, i	4. Transac Code	5. I of De Sec Ac (A' Dis of (In	Number crivative curities equired or sposed (D) str. 3, 4	aber 6. Date Exercisable and Expiration Date (Month/Day/Year) (In Seed (In		7. Title and Amount of		of Derivative Security (Instr. 5) and 4)		10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
		Code	V	A) (D			•	Title	Amount or Number of Shares					
02/26/2014		A	2,3	306	(2)	<u>(2)</u>	Commo	n 2,306	\$ 0	23,446	D		
). N	Transaction atte Month/Day/Year 02/26/2014	Table II - D (e Transaction ate Month/Day/Year) (Month/Day/Year)	Table II - Derivative (e.g., puts, or least of the first	Table II - Derivative Securiti (e.g., puts, calls, wa Transaction and Execution Date, if Ocode Dee (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Code V (ADDivide of (Instr. 8) Code V (ADDivide of (Instr. 8)	Table II - Derivative Securities Acquee.g., puts, calls, warrants, and the Execution Date, if Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D 02/26/2014 A 2,306	Table II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options, and Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 8) (Month/Day/Year) (Instr. 3, 4, and 5) (Code V (A) (D) (Date Exercise) (A) (D)	Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, converting the Month/Day/Year) Transaction any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (Code V (A) (D) (Date Exercisable Date (Exercisable) Date (Exercisab	Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible secundate Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 3, 4, and 5) (Code V (A) (D) Persons who respt contained in this for form displays a curities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible secundate) (Instr. 8) (Instr. 8) (Instr. 3, 4, and 5) (Instr. 3, 4, and 5) (Instr. 3, 4, and 5)	Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) Transaction at the Month/Day/Year) (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) A Date Expiration Date (Instr. 3, 4, and 5) Date Expiration Date (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Date (Instr. 3) Title and Expiration Date (Instr. 3, 4, and 5) Title Date Expiration Date (Instr. 3, 4, and 5) Code V (A) (D) Common	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Transaction (ate Month/Day/Year) Transaction Date in Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Transaction of Code (Instr. 8) (Month/Day/Year) (Instr. 8) Date Expiration Date (Instr. 3 and 4) Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares (2) Common 2 306	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Transaction at the Month/Day/Year) And Month/Day/Year)	Persons who respond to the collection of information contained in this form are not required to respond unless of form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Transaction and Execution Date, if any (Month/Day/Year) (Month/Day/Year) Month/Day/Year) A 2 306 Persons who respond to the collection of information contained in this form are not required to respond unless of form displays a currently valid OMB control number. 7. Title and Amount of Underlying Securities (Instr. 3 and 4) Normal Amount of Underlying Securities (Instr. 3 and 4) Pate Expiration Date in this form are not required to respond unless of form displays a currently valid OMB control number. 8. Price of Derivative Securities (Instr. 3 and 4) Poerivative Securities (Instr. 3 and 4) Number of Derivative Securities (Instr. 3) Number of Derivative Securities (Instr. 3) Number of Derivative Securities (Instr. 3) Number of Derivative Securities (Instr. 4) Number of Derivative Securities (Instr. 5) Number of Derivative Securities	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Transaction ate (Month/Day/Year) Month/Day/Year) Amount of Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Code V (A) (D) Date Exercisable Date Exercisable and 5) Code V (A) (D) Date Exercisable Expiration Date Exercisable and 5) Date Exercisable Date Expiration Date (Instr. 4) Amount of Number of Derivative Security Securities (Instr. 3 and 4) Amount of Derivative Security Securities (Instr. 3 and 4) Amount of Number of Derivative Security Securities (Instr. 3 and 4) Code V (A) (D) Common 2 306 S 0 23 446 D	

D (O N /41)	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Overbey Cecil E. Jr. C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360			SVP - Strategic Development				

Signatures

/s/ Ross H. Parr, 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.