

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
 Estimated average burden  
 hours per response... 0.5

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 * <b>CONGDON DAVID S</b>  <small>(Last) (First) (Middle)</small> <b>C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY</b>  <small>(Street)</small> <b>THOMASVILLE, NC 27360</b>  <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>OLD DOMINION FREIGHT LINE, INC. [ODFL]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>11/18/2021</b>  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <div style="border: 1px solid black; padding: 2px; text-align: center;">Executive Chairman</div> 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
---	---	--

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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	11/18/2021		S		3,094	D	\$ 352.32 <a href="#">(1)</a>	856,370 <a href="#">(2)</a>	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/18/2021		S		6,043	D	\$ 353.41 <a href="#">(3)</a>	850,327	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/18/2021		S		6,132	D	\$ 354.2 <a href="#">(4)</a>	844,195	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/18/2021		S		1,731	D	\$ 354.99 <a href="#">(5)</a>	842,464	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/19/2021		S		6,901	D	\$ 350.75 <a href="#">(6)</a>	835,563	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/19/2021		S		10,319	D	\$ 351.6 <a href="#">(7)</a>	825,244	I	By David S. Congdon Revocable Trust dated 12/3/91

Common Stock	11/19/2021		S		5,959	D	\$ 352.72 (8)	819,285	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	11/19/2021		S		2,346	D	\$ 353.65 (9)	816,939	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock								12,763 (10)	D	
Common Stock								933,714	I	As co-trustee of Earl E. Congdon GRAT Remainder Trust
Common Stock								122,116 (11)	I	By wife as trustee of Helen S. Congdon Revocable Inter Vivos Trust dated 4/24/12
Common Stock								0 (12)	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock								140,030	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock								474,607	I	As co-trustee of the 1998 Earl E. Congdon Family Trust

Common Stock								481,222 <a href="#">(13)</a>	I	As co-trustee of the Earl and Kathryn Congdon Family Irrevocable Trust - 2011
Common Stock								342,072	I	By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Marilyn Nowell
Common Stock								342,070	I	By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Kathryn Harrell
Common Stock								342,070	I	By wife as trustee of the David S. Congdon Irrevocable Trust #1 FBO Ashlyn Congdon
Common Stock								289,335	I	As trustee of the Audrey Congdon Irrevocable Trust #1 FBO Megan Oglesby
Common Stock								289,336	I	As trustee of the Audrey Congdon Irrevocable Trust #1 FBO Seth Yowell

Common Stock								202,420	I	As trustee of the Audrey Congdon Irrevocable Trust #2 FBO Megan Oglesby
Common Stock								534,318	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock								257,935	I	As trustee of Audrey Congdon Irrevocable Trust No. 2 FBO Seth Yowell
Common Stock								55,650	I	As trustee of Yowell Family 2020 GST Trust
Common Stock								276 <sup>(14)</sup>	I	As trustee of J. Benjamin Yowell 2020 Trust
Common Stock								276 <sup>(14)</sup>	I	As trustee of Clay Yowell 2020 Trust
Common Stock								276 <sup>(14)</sup>	I	As trustee of Andrew Yowell 2020 Trust
Common Stock								73,900 <sup>(15)</sup>	I	By wife as trustee of the Helen Congdon 2020-1 Irrevocable Trust
Common Stock								86,539	I	By 401(k) plan

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 WAY THOMASVILLE, NC 27360	X		Executive Chairman	

## Signatures

/s/ David S. Congdon	11/22/2021
<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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$351.74 to \$352.73, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) Reflects transfers of (i) 840 shares to the Helen S. Congdon Revocable Inter Vivos Trust 2012 on February 16, 2021, (ii) 840 shares to individual family members and family trusts on February 16, 2021, (iii) 8,045 shares held directly by the reporting person to the David S. Congdon Revocable Trust dated 12/3/91 on May 27, 2021 and (iv) 92,771 shares from the David Congdon 2020-1 Irrevocable Trust formed 8/4/20 on August 18, 2021.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$352.77 to \$353.74, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$353.77 to \$354.73 inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$354.86 to \$355.30 inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(6) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$350.22 to \$351.19 inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(7) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$351.23 to \$352.16 inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(8) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$352.24 to \$353.16 inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(9) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$353.23 to \$354.22 inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(10) Reflects transfers of 8,045 shares held directly by the reporting person to the David S. Congdon Revocable Trust dated 12/3/91 on May 27, 2021.

(11) Reflects transfers of (i) 840 shares from the David S. Congdon Revocable Trust dated 12/3/91 on February 16, 2021, (ii) 70 shares to the Kathryn Leigh Congdon Revocable Declaration of Trust - 2006 on February 16, 2021, (iii) 70 shares to the Marilyn Marie Congdon Revocable Declaration of Trust - 2006 on February 16, 2021, (iv) 70 shares to the Ashlyn Lane Congdon Revocable InterVivos Trust - 12/7/10 on February 16, 2021 and (v) 26,100 shares from the Helen Congdon 2020-1 Irrevocable Trust on May 5, 2021.

(12) Reflects a transfer of 140,030 shares on November 4, 2021 to the Kathryn Leigh Congdon Revocable Declaration of Trust - 2006.

(13) Reflects transfers of (i) 580 shares from the Earl E. Congdon Revocable Trust 1990 on February 23, 2021 and (ii) 587 shares from the Kathryn W. Congdon Revocable Trust - 1990 on February 23, 2021.

(14) Reflects transfers of (i) 68 shares from Sara Smith Yowell on February 25, 2021 and (ii) 64 shares from Seth M. Yowell on February 25, 2021.

(15) Reflects a transfer of 26,100 shares to the Helen S. Congdon Revocable Inter Vivos Trust 2012 on May 5, 2021.

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.