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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person * <u>Gantt Greg C</u> _____ (Last) (First) (Middle) <u>C/O OLD DOMINION FREIGHT LINE, INC.</u> <u>500 OLD DOMINION WAY</u> _____ (Street) <u>THOMASVILLE NC 27360</u> _____ (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>OLD DOMINION FREIGHT LINE, INC. [ODFL]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2024</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 05/01/2024 | | M | | 350 | A | (1) | 97,109 | D | |
| Common Stock | 05/01/2024 | | M | | 480 | A | (1) | 97,589 | D | |
| Common Stock | 05/01/2024 | | M | | 708 | A | (1) | 98,297 | D | |
| Common Stock | 05/01/2024 | | M | | 824 | A | (1) | 99,121 | D | |
| Common Stock | 05/01/2024 | | M | | 338 | A | (1) | 99,459 | D | |
| Common Stock | 05/01/2024 | | M | | 550 | A | (1) | 100,009 | D | |
| Common Stock | 05/01/2024 | | M | | 1,858 | A | (1) | 101,867 | D | |
| Common Stock | 05/01/2024 | | F | | 2,125 | D | \$181.71 | 99,742 | D | |
| Common Stock | | | | | | | | 15,792 | I | By 401(k) Plan |

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|----------------------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Phantom Stock (2015 grant) | (1) | 05/01/2024 | | M | | | 350 ⁽²⁾ | 05/01/2024 | 05/01/2024 | Common Stock | 350 ⁽²⁾ | (1) | 6,638 ⁽²⁾ | D | |
| Phantom Stock (2014 grant) | (1) | 05/01/2024 | | M | | | 480 ⁽²⁾ | 05/01/2024 | 05/01/2024 | Common Stock | 480 ⁽²⁾ | (1) | 9,128 ⁽²⁾ | D | |
| Phantom Stock (2013 grant) | (1) | 05/01/2024 | | M | | | 708 ⁽²⁾ | 05/01/2024 | 05/01/2024 | Common Stock | 708 ⁽²⁾ | (1) | 13,452 ⁽²⁾ | D | |
| Phantom Stock (2012 grant) | (1) | 05/01/2024 | | M | | | 824 ⁽³⁾ | 05/01/2024 | 05/01/2024 | Common Stock | 824 ⁽³⁾ | (1) | 10,730 ⁽³⁾ | D | |
| Phantom Stock (2011 grant) | (1) | 05/01/2024 | | M | | | 338 ⁽³⁾ | 05/01/2024 | 05/01/2024 | Common Stock | 338 ⁽³⁾ | (1) | 4,386 ⁽³⁾ | D | |
| Phantom Stock (2010 grant) | (1) | 05/01/2024 | | M | | | 550 ⁽⁴⁾ | 05/01/2024 | 05/01/2024 | Common Stock | 550 ⁽⁴⁾ | (1) | 7,148 ⁽⁴⁾ | D | |
| Phantom Stock (grants prior to 2010) | (1) | 05/01/2024 | | M | | | 1,858 ⁽⁴⁾ | 05/01/2024 | 05/01/2024 | Common Stock | 1,858 ⁽⁴⁾ | (1) | 24,142 ⁽⁴⁾ | D | |

Explanation of Responses:

1. Each share of phantom stock was the economic equivalent of one share of Old Dominion Freight Line, Inc. common stock. This Form 4 is being filed to report the settlement of certain outstanding phantom stock awards in shares of Old Dominion Freight Line, Inc. common stock on May 1, 2024.

2. Adjusted to reflect a two-for-one stock split on March 28, 2024 and a three-for-two stock split on March 25, 2020.
3. Adjusted to reflect a two-for-one stock split on March 28, 2024 and a three-for-two stock split on each of March 25, 2020 and September 10, 2012.
4. Adjusted to reflect a two-for-one stock split on March 28, 2024 and a three-for-two stock split on each of March 25, 2020, September 10, 2012 and August 24, 2010.

/s/ Greg C. Gantt

05/02/2024

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.