

CONGDON JEFFREY W
Form 3
September 10, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â CONGDON JEFFREY W</p> <p>(Last) (First) (Middle)</p> <p>7511 WHITEPINE ROAD</p> <p>(Street)</p> <p>RICHMOND,Â VAÂ 23237</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/30/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>OLD DOMINION FREIGHT LINE INC/VA [ODFL]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Member of Section 13(d) group</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 513,022 ⁽¹⁾ | I | As trustee of Susan C. Terry Revocable Trust |
| Common Stock | 335,680 | I | By Congdon Family, LLC ⁽²⁾ |
| Common Stock | 761,500 ⁽³⁾ | I | As trustee of Jeffrey W. Congdon Revocable Trust |
| Common Stock | 91,827 ⁽³⁾ | I | As trustee of Jeffrey W. Congdon 2009 GRAT |
| Common Stock | 46,231 ⁽³⁾ | I | As trustee of Jeffrey W. Congdon 2010 GRAT #2 |
| Common Stock | 150,000 ⁽³⁾ | I | As trustee of Jeffrey W. Congdon 2011 GRAT #1 |
| Common Stock | 112,500 ⁽³⁾ | I | As trustee of Jeffrey W. Congdon 2012 GRAT #1 |

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| | | | |
|--------------|------------------------|---|--|
| Common Stock | 112,500 ⁽³⁾ | I | As trustee of Jeffrey W. Congdon 2012 GRAT #2 |
| Common Stock | 335,680 ⁽³⁾ | I | By Congdon Family, LLC ⁽⁴⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--|---------------|-----------|---------|-------|-------------------------------|
| | Director | 10% Owner | Officer | Other | |
| CONGDON JEFFREY W 7511 WHITEPINE ROAD RICHMOND, VA 23237 | Â | Â X | Â | | Member of Section 13(d) group |
| TERRY SUSAN C 7511 WHITEPINE ROAD RICHMOND, VA 23237 | Â | Â X | Â | | Member of Section 13(d) group |

Signatures

/s/ John R. Congdon, Jr., by Power of Attorney
Date: 09/10/2012
**Signature of Reporting Person

/s/ John R. Congdon, Jr., by Power of Attorney
Date: 09/10/2012
**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- These securities are beneficially owned by Susan C. Terry, who may be deemed a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are identified in a Schedule 13D filed with the Securities and Exchange Commission on September 10, 2012.

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- (2) The Susan C. Terry Revocable Trust, which Susan C. Terry serves as the trustee of, is a member of Congdon Family, LLC. Susan C. Terry disclaims beneficial ownership of the reported securities.

These securities are beneficially owned by Jeffrey W. Congdon, who may be deemed a member of a "group" for purposes of Section

- (3) 13(d) of the Exchange Act. The other members of the Section 13(d) group are identified in a Schedule 13D filed with the Securities and Exchange Commission on September 10, 2012.

- (4) The Jeffrey W. Congdon Revocable Trust, which Jeffrey W. Congdon serves as the trustee of, is a member of Congdon Family, LLC. Jeffrey W. 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.

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