Edgar Filing: FRYE J WES - Form 4

EDVE IWES

Form 4							
February 11, 2009 FORM 4 UNITED						PPROVAL	
CUNIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						3235-0287	
Check this box if no longer subject to Section 16. Form 4 or	MENT OF CH	ANGES IN BENEF SECURITIES	IGES IN BENEFICIAL OWNERSHIP OF				
abligations	(a) of the Public	n 16(a) of the Securi 2 Utility Holding Cor 2 Investment Compar	npany Act	of 1935 or Section	on		
1. Name and Address of Reporting FRYE J WES	Symb OLD	suer Name and Ticker or ol DOMINION FREI VA [ODFL]		5. Relationship c Issuer (Che	of Reporting Per eck all applicable		
(Last) (First) (C/O OLD DOMINION FRE LINE, INC, 500 OLD DOM WAY	e of Earliest Transaction h/Day/Year) 9/2009	Director 10% Owner XOfficer (give title Other (specify below) below) Senior VP - Finance and CFO					
(Street)	(Street) 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 			
THOMASVILLE, NC 2736	0				More than One R		
(City) (State)	(Zip)	able I - Non-Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
	ecurity (Month/Day/Year) Execution Date, if		(A) or of (D) 4 and 5) (A) or (D) Price	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on a separate line	e for each class of s	ecurities beneficially ow	ned directly o	or indirectly.			

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number onof Derivat Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	ive of	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pric Deriva Securi (Instr.
				Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	02/09/2009		А	2,239		(2)	(2)	Common Stock	2,239	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FRYE J WES C/O OLD DOMINION FREIGHT LINE, INC 500 OLD DOMINION WAY THOMASVILLE, NC 27360			Senior VP - Finance and CFO			
Signatures						
/s/ Joel B. McCarty, Jr., Attorney-in-Fact	02/10/2009	9				

**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 settle on the earlier of (a) the date of the reporting person's termination of employment on or after attainment of age 55 for(2) 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.