

YOWELL JOHN B
Form 4
September 15, 2010

FORM 4

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

OMB APPROVAL

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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, 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)

1. Name and Address of Reporting Person *
YOWELL JOHN B

2. Issuer Name and Ticker or Trading Symbol
OLD DOMINION FREIGHT LINE INC/VA [ODFL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/13/2010

____ Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP and COO / Member of Section 13(d) group

C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

THOMASVILLE, NC 27360

(City) (State) (Zip)

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)	
				(A) or (D)	Price			
Common Stock	09/13/2010		S ⁽⁵⁾	4,143 D	\$ 25.4195	150,459 ⁽²⁾ <u>(3)</u>	I	As co-trustee of the Seth Morgan Yowell Irrevocable Declaration of Trust
Common Stock	09/13/2010		S ⁽⁵⁾	4,143 D	\$ 25.4195	150,459 ⁽²⁾ <u>(4)</u>	I	As co-trustee of

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								(6)
Common Stock	09/13/2010	S(5)	216	D	\$ 25.4195 (6)	46,867 (2)	I	the Megan Elise Yowell Irrevocable Declaration of Trust By Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04 (David Congdon, Trustee) By wife as trustee for Audrey Lee Congdon Revocable Trust dated 2/17/05
Common Stock	09/13/2010	S(5)	8,415	D	\$ 25.4195 (6)	837,810 (1) (2)	I	By wife as trustee for Irrevocable Trust Agreement dated 12/18/98 fbo Megan Yowell
Common Stock						58,198 (2)	I	By wife as trustee for Irrevocable Trust Agreement dated 12/18/98 fbo Seth Yowell
Common Stock						58,198 (2)	I	
Common Stock						104,856 (2)	D	
Common Stock						257,188 (2)	I	As trustee for Audrey L. Congdon Irrevocable Trust No. 1

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									dated 12/1/92
Common Stock						25,937 ⁽²⁾	I		By 401(k) plan
Common Stock						8,929 ⁽²⁾	I		By wife
Common Stock						430,651 ⁽²⁾	I		By wife as co-trustee of the Earl E. Congdon GRAT Remainder Trust
Common Stock						150,000 ⁽¹⁾ <u>⁽²⁾</u>	I		By wife as trustee for Audrey L. Congdon February 2010 Grantor Retained Annuity Trust
Common Stock	09/14/2010	S ⁽⁵⁾	2,964	D	\$ 25.4546 <u>⁽⁷⁾</u>	147,495	I		As co-trustee of the Seth Morgan Yowell Irrevocable Declaration of Trust
Common Stock	09/14/2010	S ⁽⁵⁾	2,964	D	\$ 25.4546 <u>⁽⁷⁾</u>	147,495	I		As co-trustee of the Megan Elise Yowell Irrevocable Declaration of Trust
Common Stock	09/14/2010	S ⁽⁵⁾	154	D	\$ 25.4546 <u>⁽⁷⁾</u>	46,713	I		By Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04 (David Congdon,

Common Stock	09/14/2010	S ⁽⁵⁾	6,021	A	\$ 25.4546 (7)	831,789	I	Trustee) By wife as trustee for Audrey Lee Congdon Revocable Trust dated 2/17/05
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YOWELL JOHN B C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360		X	Executive VP and COO	Member of Section 13(d) group

Signatures

/s/ Joel B. McCarty, Jr., by Power of Attorney 09/15/2010

__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).
- Also reflects a transfer of 100,000 shares from the Audrey L. Congdon Revocable Trust dated 3/27/92 to the Audrey L. Congdon February 2010 Grantor Retained Annuity Trust on February 23, 2010, a transfer of 46,230 shares from the Audrey L. Congdon March 2008 Grantor Retained Annuity Trust to the Audrey Lee Congdon Revocable Trust dated 2/17/05 on February 26, 2010 and a transfer of 426,623 shares from the Audrey L. Congdon Revocable Trust dated 3/27/92 to the Audrey Lee Congdon Revocable Trust dated 2/17/05 on August 4, 2010.
- (1) Adjusted to reflect a three-for-two stock split on August 24, 2010.
- (2) Also reflects a transfer of 154,602 shares from a custodial account for Seth Morgan Yowell to the Seth Morgan Yowell Irrevocable Inter Vivos Trust on August 25, 2010.
- (3) Also reflects a transfer of 154,602 shares from a custodial account for Megan Elise Yowell to the Megan Elise Yowell Irrevocable Inter Vivos Trust on August 25, 2010.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2010.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.33 to \$25.47, 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 \$25.33 to \$25.75, 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)

Remarks:

The reporting person may be deemed to be a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other

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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