

CONGDON DAVID S
Form 4
February 02, 2007

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 *
CONGDON DAVID S

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President and COO

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2006

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

(Street)

THOMASVILLE, NC 27360

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

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/01/2006		G	V	119,092	A	\$ 0	1,011,375	I	As trustee of Earl E. Congdon Intangibles Trust dated July 23, 2003
Common Stock	12/08/2006		G	V	9,000	D	\$ 0	1,002,375	I	As trustee of Earl E. Congdon

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									Intangibles Trust dated July 23, 2003
Common Stock	12/08/2006	G	V	750	A	\$ 0	579,126 ⁽¹⁾	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	12/08/2006	G	V	750	A	\$ 0	35,911	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon
Common Stock	12/08/2006	G	V	750	A	\$ 0	35,911	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Kathryn Congdon
Common Stock	12/08/2006	G	V	750	A	\$ 0	35,911	I	As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon
Common Stock	12/14/2006	G	V	2,719	D	\$ 0	581,845	I	By David S. Congdon Revocable Trust dated 12/3/91
Common Stock	12/14/2006	G	V	1,000	A	\$ 0	39,500	I	By wife
Common Stock	12/14/2006	G	V	1,719	A	\$ 0	277,534	I	By wife as trustee of David S. Congdon Irrevocable Trust #1 dated

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				12/1/92
Common Stock		29,578	D	
Common Stock		309,204	I	As custodian for minor children of Mr. Congdon
Common Stock		347,625	I	As trustee for Kathryn W. Congdon Intangibles Trust
Common Stock		21,367	I	By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99
Common Stock		28,698 ⁽¹⁾	I	By David S. Congdon Grantor Retained Annuity Trust 2005
Common Stock		24,558	I	As trustee of Audrey L. Congdon Irrevocable Trust No. 2 dated 5/28/04

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- Own- Follo- Repo- Trans- (Instr.			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 FREIGHT WAY THOMASVILLE, NC 27360	X		President and COO	

Signatures

/s/ David S.
Congdon

02/02/2007

Date

**Signature of Reporting Person

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) On December 1, 2006, Mr. Congdon transferred 29,879 shares from the David S. Congdon Grantor Retained Annuity Trust 2005 to the David S. Congdon Revocable Trust dated 12/3/91.

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.