

YOWELL JOHN B
Form 4
January 30, 2009

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

(Last) (First) (Middle)
C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2008

(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 or Disposed of (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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/14/2008		G	V 58,792 D	\$ 0 0	I	By wife as trustee for Audrey L. Congdon Grantor Retained Annuity Trust 2005
Common Stock	02/14/2008		G	V 6,831 A	\$ 0 31,389	I	By Audrey L. Congdon

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Common Stock	12/15/2008	G	V	1,000	A	\$ 0	550,668 ⁽¹⁾ <u>(2)</u>	I	Irrevocable Trust No. 2 dated 5/28/04 (David Congdon, Trustee) By wife as trustee for Audrey L. Congdon Revocable Trust dated 3/27/92
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	37,911	I	By wife as trustee for Irrevocable Trust Agreement dated 12/18/98 fbo Megan Yowell
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	37,911	I	By wife as trustee for Irrevocable Trust Agreement dated 12/18/98 fbo Seth Yowell
Common Stock	12/15/2008	G	V	1,000	A	\$ 0	67,016	D	
Common Stock	12/22/2008	G	V	1,000	D	\$ 0	549,668	I	By wife as trustee for Audrey L. Congdon Revocable Trust dated 3/27/92
Common Stock	12/22/2008	G	V	1,000	A	\$ 0	68,016	D	
Common Stock							206,136	I	By wife as custodian for minor children of Mr. Yowell

Common Stock		37,527	I	By wife as trustee for Audrey Lee Congdon Revocable Trust dated 2/17/05
Common Stock		169,579	I	By Audrey L. Congdon Irrevocable Trust No. 1 dated 12/1/92
Common Stock		17,292	I	By 401(k) plan
Common Stock		5,953	I	By wife
Common Stock		287,101	I	By wife as co-trustee of the Earl E. Congdon 2003 GRAT Remainder Trust
Common Stock		100,000 ⁽²⁾	I	By wife as trustee for Audrey L. Congdon March 2008 Grantor Retained Annuity Trust

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

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 control number.

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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	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. Number of Derivative Securities Beneficially Owned (Instr. 5)
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(A) or
 Disposed
 of (D)
 (Instr. 3,
 4, and 5)

Repor
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 (Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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			Executive VP and COO	

Signatures

/s/ John B.
 Yowell

01/23/2009

**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) Reflects a transfer of 51,961 shares from the Audrey L. Congdon Grantor Retained Annuity Trust 2005 to the Audrey L. Congdon Revocable Trust dated 3/27/92 on February 14, 2008.
- (2) Reflects a transfer of 100,000 shares from the Audrey L. Congdon Revocable Trust dated 3/27/92 to the Audrey L. Congdon March 2008 Grantor Retained Annuity Trust on February 29, 2008.

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.