Kasarda John D. Form 4 June 01, 2012

# FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \* Kasarda John D.

2. Issuer Name and Ticker or Trading Symbol

**OLD DOMINION FREIGHT LINE** 

INC/VA [ODFL]

(Month/Day/Year)

3. Date of Earliest Transaction

05/30/2012

OMB

Number:

Expires:

response...

Estimated average

burden hours per

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(First)

(Middle)

X\_ Director Officer (give title

10% Owner Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

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)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

THOMASVILLE, NC 27360

(City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(Zip)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (Instr. 4)

Indirect Ownership (Instr. 4)

7. Nature of

(A)

Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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.

SEC 1474 (9-02)

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

#### Edgar Filing: Kasarda John D. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number		6. Date Exercisable and		7. Title and Amount of		8. Pric		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	Transaction Derivative Code Securities		Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Deriva	
Security	or Exercise		any	Code							Securi	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Ac	cquirec	i					(Instr.
	Derivative				(A	(A) or						
	Security				Disposed of							
	-				(D	(D)						
					(Instr. 3, 4,							
					an	d 5)						
				C 1 1	<b>5</b> 7	(A)	(D)	D.	E	TC'41		
				Code V	V	(A)	(D)		Expiration	Title	Amount	
								Exercisable	Date		or	
											Number	
											of	
											Shares	
Phantom										Common		
	<u>(1)</u>	05/30/2012		A	1.	,125		(2)	(2)		1,125	\$
Stock						,		_	_	Stock	,	

## **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Kasarda John D. C/O OLD DOMINION FREIGHT LINE, INC. 500 OLD DOMINION WAY THOMASVILLE, NC 27360



## **Signatures**

/s/ Ross H. Parr, by Power of 06/01/2012 Attorney

\*\*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 date of the reporting person's termination of service as a director for any reason (including, but not limited to, **(2)** termination of service due to death or 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.

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