

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-06-10** | Period of Report: **2013-06-07**
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ISSUER

OLD DOMINION FREIGHT LINE INC/VA

CIK: **878927** | IRS No.: **560751714** | State of Incorpor.: **VA** | Fiscal Year End: **1231**
SIC: **4213** Trucking (no local)

Mailing Address

*500 OLD DOMINION WAY
THOMASVILLE NC 27360*

Business Address

*500 OLD DOMINION WAY
THOMASVILLE NC 27360
3368895000*

REPORTING OWNER

Wray D. Michael

CIK: **1436657**
Type: **4** | Act: **34** | File No.: **000-19582** | Film No.: **13903721**

Mailing Address

*7205 PINETREE ROAD
RICHMOND VA 23229*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Wray D. Michael			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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/07/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O OLD DOMINION FREIGHT LINE, INC., 500 OLD DOMINION WAY			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) 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)
			Code	V	Amount	(A) or (D)			

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock	(1)	06/07/2013		A		1,193		(2)	(2)	Common Stock	1,193	\$ 0	11,634 (3)	D	

Explanation of Responses:

- 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, termination of service due to death or total disability).

3. Reflects an anti-dilution adjustment resulting from a three-for-two stock split on September 10, 2012.

Signatures

/s/ Ross H. Parr, by Power of Attorney

** Signature of Reporting Person

06/10/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.