

OLD DOMINION FREIGHT LINE INC/VA  
Form 8-K  
February 04, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**January 31, 2005**

(Date of earliest event reported)

Commission file number: 0-19582

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**OLD DOMINION FREIGHT LINE, INC.**

(Exact name of registrant as specified in its charter)

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**Virginia**  
(State or other jurisdiction of  
incorporation or organization)

**56-0751714**  
(I.R.S. Employer  
Identification No.)

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**500 Old Dominion Way**

**Thomasville, North Carolina 27360**

**(Address of principal executive offices)**

**(Zip Code)**

**(336) 889-5000**

**(Registrant's telephone number, including area code)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement**

On January 31, 2005, Old Dominion Freight Line, Inc.'s Board of Directors (the "Board") approved changes to the compensation to be paid to non-executive members of the Board. A summary of such compensation is attached as Exhibit 10.18.1.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
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10.18.1	Non-Executive Director Compensation Structure, effective May 16, 2005
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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**OLD DOMINION FREIGHT LINE, INC.**

By: /s/ John P. Booker, III

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John P. Booker, III  
Vice President Controller  
(Principal Accounting Officer)

Date: February 4, 2005

**EXHIBIT INDEX**

**TO CURRENT REPORT ON FORM 8-K**

<b>Exhibit No.</b>	<b>Description</b>
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