



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

**FORM 8-K**

**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**

**OLD DOMINION FREIGHT LINE, INC.**

(Exact name of registrant as specified in its charter)

**Virginia**

(State or other jurisdiction of  
incorporation or organization)

**56-0751714**

(I.R.S. Employer  
Identification No.)

**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)

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))



**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

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



**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**

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



**Exhibit 10.18.1**

**Old Dominion Freight Line, Inc.**  
**Non-Executive Director Compensation Structure**  
**Effective Date – May 16, 2005**

	<u>Board of Directors</u>	<u>Audit Committee</u>	<u>Compensation Committee</u>	<u>Governance and Nomination Committee</u>
Annual Retainer, Chair	N/A	\$ 7,500	\$ 5,000	\$ 5,000
Annual Retainer, Member	\$22,500	\$ 5,000	\$ 3,000	\$ 3,000
Meeting Fee *	\$ 1,500	\$ 1,500	\$ 1,500	\$ 1,500

\* Compensation is not paid for telephonic meetings.