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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**

**July 31, 2006**

(Date of earliest event reported)

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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)

**0-19582**  
(Commission  
File Number)

**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)

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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 July 31, 2006, Old Dominion Freight Line, Inc.'s Board of Directors (the "Board") approved changes to the compensation structure for non-executive members of the Board. A summary of the revised compensation structure is attached as Exhibit 10.18.2.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.18.2	Non-Executive Director Compensation Structure, effective July 31, 2006

**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

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

Date: August 3, 2006

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

<b>Exhibit No.</b>	<b>Description</b>
10.18.2	Non-Executive Director Compensation Structure, effective July 31, 2006

**Old Dominion Freight Line, Inc.**  
**Non-Executive Director Compensation Structure**  
**Effective Date - July 31, 2006**

	<b>Board of Directors</b>	<b>Audit Committee</b>	<b>Compensation Committee</b>	<b>Governance and Nomination Committee</b>
Annual Retainer, Chair	N/A	\$10,000	\$7,500	\$7,500
Annual Retainer, Member	\$27,500	\$5,000	\$3,000	\$3,000
Meeting Fee *	\$1,500	\$1,500	\$1,500	\$1,500

\* Compensation is not paid for telephonic meetings.