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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

Date of Report (Date of Earliest Event Reported):

December 6, 2007

Old Dominion Freight Line, Inc.

(Exact name of registrant as specified in its charter)

Virginia

0-19582

56-0751714

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

500 Old Dominion Way, Thomasville, North  
Carolina

27360

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(336) 889-5000

Not Applicable

Former name or former address, if changed since last report

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:

- 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 6, 2007, the Board of Directors of Old Dominion Freight Line, Inc. (the "Company") approved certain amendments to the Amended and Restated Bylaws of Old Dominion Freight Line, Inc. (the "Bylaws"), effective immediately (the "Bylaw Amendments"). The Bylaw Amendments were necessary due to rule changes promulgated by The NASDAQ Stock Market LLC that require NASDAQ-listed companies, including the Company, to ensure that their listed securities are eligible for participation in a direct registration system ("DRS") by January 1, 2008. To comply with these rules, the Company must, among other things, be authorized to issue some or all of its listed securities in uncertificated form. Prior to the Bylaw Amendments, the Bylaws required shares to be certificated and did not allow for the transfer of uncertificated shares.

The Bylaw Amendments amended the text of the Bylaws as follows:

(i) The text of Article 7, Section 1 of the Bylaws was deleted in its entirety and replaced with new text that (a) allows for the shares of the Company's capital stock to be certificated or uncertificated; and (b) requires the Company to provide written notification to shareholders that have received uncertificated shares setting forth, among other things, information about the Company, the shareholder's name and share information, any restrictions on transfer, and any additional information required by the Virginia Stock Corporation Act to be included on certificates; and

(ii) The text of Article 7, Section 2 of the Bylaws was deleted in its entirety and replaced with new text that provides for the transfer of both certificated and uncertificated shares.

The foregoing is a summary of the Bylaw Amendments and is qualified in its entirety by reference to the Amendments to the Amended and Restated Bylaws of Old Dominion Freight Line, Inc., which is included as Exhibit 3.2.2 to this report and incorporated herein by reference.

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No. 3.2.2 - Amendments to the Amended and Restated Bylaws of Old Dominion Freight Line, Inc.

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## SIGNATURES

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.

*December 12, 2007*

By: */s/ John P. Booker, III*

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*Name: John P. Booker, III*

*Title: VP - Controller (Principal Accounting Officer)*

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## Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|--|
| 3.2.2              | Amendments to the Amended and Restated Bylaws of Old Dominion Freight Line, Inc. |

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**AMENDMENTS TO THE  
AMENDED AND RESTATED BYLAWS OF  
OLD DOMINION FREIGHT LINE, INC.**

1. The text of Article 7, Section 1 of the Amended and Restated Bylaws of Old Dominion Freight Line, Inc. has been deleted in its entirety and has been replaced with the following:

“Shares of the capital stock of the corporation may be certificated or uncertificated as provided under Virginia law, and shall be entered in the stock transfer records of the corporation and registered as they are issued.

When shares are represented by certificates, the name and address of the persons to whom shares of capital stock of the corporation are issued, with the number of shares and date of issue, shall be entered on the stock transfer records of the corporation. Certificates for shares of the capital stock of the corporation shall be in such form not inconsistent with the articles of incorporation of the corporation and shall be approved by the board of directors. Each certificate shall be signed (either manually or by facsimile) by (a) the president or any vice president and by the secretary or an assistant secretary or (b) any two officers designated by the board of directors. Each certificate may be sealed with the seal of the corporation or a facsimile thereof.

When shares are not represented by certificates, then within a reasonable time after the issuance or transfer of such shares, the corporation shall send, or cause to be sent, to the shareholder to whom such shares have been issued or transferred a written notice that shall set forth the name of the corporation, that the corporation is organized under the laws of the Commonwealth of Virginia, the name of the shareholder, the number and class or series, if any, of the shares represented, any restrictions on the transfer or registration of such shares imposed by the corporation’s articles of incorporation, these bylaws, any agreement among shareholders or any agreement between shareholders and the corporation, and any additional information required by the Virginia Stock Corporation Act to be included on certificates.”

2. The text of Article 7, Section 2 of the Amended and Restated Bylaws of Old Dominion Freight Line, Inc. has been deleted in its entirety and has been replaced with the following:

“Transfers of the corporation’s shares shall be made and recorded on the stock transfer records of the corporation upon the receipt of proper transfer instructions as prescribed by the board of directors, and, in the case of transfers of shares which are represented by one or more certificates, only upon receipt of such certificate(s) with proper endorsement, from the holder of record or from such holder’s duly authorized attorney in fact, who shall furnish proper evidence of authority to transfer to the secretary of the corporation or its designated transfer agent or other agent. In the event a certificate representing shares to be transferred cannot be surrendered because it has been lost, destroyed or mutilated, the transferor shall comply with the requirements imposed by the board of directors as set forth in Section 6 of this Article 7 in lieu of surrendering a properly endorsed certificate. Upon satisfactory completion by the transferor of the requirements set forth in this Section 2, all certificates for the transferred shares shall be cancelled, new certificates representing the transferred shares (or evidence of the transferee’s ownership of the transferred shares in uncertificated form) shall be delivered to the transferee, and the transaction shall be recorded on the stock transfer records of the corporation. Except as otherwise provided by law, no transfer of shares shall be valid as against the corporation, its shareholders or creditors, for any purpose, until it shall have been entered in the stock transfer records of the corporation by an entry showing from and to whom transferred.”