FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 1999

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from   to _________.

COMMISSION FILE NUMBER: 0-19582

OLD DOMINION FREIGHT LINE, INC.
(Exact name of registrant as specified in its charter)

VIRGINIA	56-0751714
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1730 WESTCHESTER DRIVE
HIGH POINT, NC 27262
(Address of principal executive offices)

TELEPHONE NUMBER (336) 889-5000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X .   No   .

As of May 6, 1999, there were 8,312,196 shares of the registrant's Common Stock ($.10 par value) outstanding.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

OLD DOMINION FREIGHT LINE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

<TABLE>
<CAPTION>

	QUARTER ENDED	
	MARCH 31, 1999	March 31, 1998
(In thousands, except share data)	(UNAUDITED)	(Unaudited)
<S>	<C>	<C>
Revenue from operations	$ 99,346	$ 88,694
Operating expenses:		

Salaries, wages and benefits	60,878	53,274
Purchased transportation	3,319	4,155
Operating supplies and expenses	8,011	7,734
Depreciation and amortization	6,314	4,665
Building and office equipment rents	1,854	1,798
Operating taxes and licenses	4,426	3,747
Insurance and claims	2,548	2,888
Communications and utilities	1,925	1,685
General supplies and expenses	3,755	3,729
Miscellaneous expenses	828	930
Total operating expenses	93,858	84,605
Operating income	5,488	4,089
Other deductions:		
Interest expense, net	1,261	913
Other expense, net	245	91
Total other deductions	1,506	1,004
Income before income taxes	3,982	3,085
Provision for income taxes	1,513	1,172
Net income	$ 2,469	$ 1,913
Basic and diluted earnings per share	$ 0.30	$ 0.23
Weighted average shares outstanding:		
Basic	8,312,196	8,310,596
Diluted	8,315,057	8,325,879

</TABLE>

The accompanying notes are an integral part of these financial statements.

OLD DOMINION FREIGHT LINE, INC.
CONSOLIDATED BALANCE SHEETS

<TABLE>
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(In thousands, except share data)	MARCH 31, 1999 (UNAUDITED)	December 31, 1998 (Audited)
<S>	<C>	<C>
ASSETS		
Current assets:		
Cash and cash equivalents	$ 663	$ 659
Customer receivables, less allowances of $5,639 and $5,702, respectively	50,554	48,612
Other receivables	2,228	2,567
Tires on equipment	6,109	6,325
Prepaid expenses	5,720	9,413
Deferred income taxes	2,213	2,213
Total current assets	67,487	69,789

Property and equipment:		
Revenue equipment	171,510	172,783
Land and structures	52,301	51,803
Other equipment	27,587	27,739
Leasehold improvements	4,151	4,144
Total property and equipment	255,549	256,469
Less accumulated depreciation and amortization	(101,519)	(97,471)
Net property and equipment	154,030	158,998
Other assets	14,416	13,012
Total assets	$ 235,933	$ 241,799

</TABLE>

The accompanying notes are an integral part of these financial statements.

OLD DOMINION FREIGHT LINE, INC.
CONSOLIDATED BALANCE SHEETS
(CONTINUED)

<TABLE>
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(In thousands, except share data)	MARCH 31, 1999 (UNAUDITED)	December 31, 1998 (Audited)
<S>	<C>	<C>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 10,723	$ 21,350
Compensation and benefits	14,280	8,929
Claims and insurance accruals	12,123	11,961
Other accrued liabilities	3,244	2,649
Income taxes payable	842	499
Current maturities of long-term debt	7,550	9,093
Total current liabilities	48,762	54,481
Long-term debt	57,667	61,496
Other non-current liabilities	10,093	9,636
Deferred income taxes	20,305	19,549
Total long-term liabilities	88,065	90,681
Stockholders' equity:		
Common stock - $.10 par value, 25,000,000 shares authorized, 8,312,196 and 8,310,596 shares outstanding, respectively	831	831
Capital in excess of par value	23,907	23,907
Retained earnings	74,368	71,899
Total stockholders' equity	99,106	96,637

Commitments and contingencies	-	-
Total liabilities and stockholders' equity	$ 235,933	$ 241,799

</TABLE>

The accompanying notes are an integral part of these financial statements.

OLD DOMINION FREIGHT LINE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

<TABLE>
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(In thousands)	QUARTER ENDED MARCH 31, 1999 (UNAUDITED)	1998 (Unaudited)
<S>	<C>	<C>
Cash flows from operating activities:		
Net income	$ 2,469	$ 1,913
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	6,314	4,665
Deferred income taxes	756	586
(Gain) loss on sale of property and equipment	(51)	51
Changes in assets and liabilities:		
Customer and other receivables, net	(1,603)	(2,794)
Tires on equipment	216	(154)
Prepaid expenses and other assets	3,275	1,508
Accounts payable	(10,627)	609
Compensation, benefits and other accrued liabilities	5,946	2,916
Claims and insurance accruals	446	50
Income taxes payable	343	809
Other liabilities	173	57
Net cash provided by operating activities	7,657	10,216
Cash flows from investing activities:		
Acquisition of business assets, net	(1,100)	(1,670)
Purchase of property and equipment	(2,035)	(13,527)
Proceeds from sale of property and equipment	854	34
Net cash used by investing activities	(2,281)	(15,163)
Cash flows from financing activities:		
Proceeds from issuance of long-term debt	-	20,990
Principal payments under long-term debt agreements	(3,062)	(1,102)
Net payments on revolving line of credit	(2,310)	(6,730)
Net cash (used in) provided by financing activities	(5,372)	13,158
Increase in cash and cash equivalents	4	8,211
Cash and cash equivalents at beginning of period	659	674
Cash and cash equivalents at end of period	$ 663	$ 8,885

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</TABLE>

The accompanying notes are an integral part of these financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

BASIS OF PRESENTATION
The consolidated financial statements are unaudited and reflect all adjustments (consisting only of normal recurring adjustments) which are, in the opinion of management, necessary for a fair presentation of the financial position and operating results for the interim periods. The consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1998. The results of operations for the quarter ended March 31, 1999, are not necessarily indicative of the results for the entire fiscal year ending December 31, 1999.

There have been no significant changes in the accounting policies of the Company, or significant changes in the Company's commitments and contingencies as previously described in the 1998 Annual Report to Shareholders and related annual report to the Securities and Exchange Commission on Form 10-K.

EARNINGS PER SHARE
Net income per share of common stock is based on the weighted average number of shares outstanding during each period

SUBSEQUENT EVENTS
None

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 1999 COMPARED TO THE THREE MONTHS ENDED MARCH 31, 1998

EXPENSES AS A PERCENTAGE OF REVENUE FROM OPERATIONS

<TABLE>
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	THREE MONTHS ENDED MARCH 31,	
	1999	1998
<S>	<C>	<C>
Revenue from operations	100.0%	100.0%

Operating expenses:		
Salaries, wages and benefits	61.3	60.1
Purchased transportation	3.3	4.7
Operating supplies and expenses	8.1	8.7
Depreciation and amortization	6.3	5.3
Building and office equipment rents	1.9	2.0
Operating taxes and licenses	4.5	4.2
Insurance and claims	2.6	3.3
Communications and utilities	1.9	1.9
General supplies and expenses	3.8	4.2
Miscellaneous expenses	.8	1.0
Total operating expenses	94.5	95.4
Operating income	5.5	4.6
Interest expense, net	1.3	1.0
Other expense, net	0.2	0.1
Income before income taxes	4.0	3.5
Provision for income taxes	1.5	1.3
Net income	2.5%	2.2%

</TABLE>

RESULTS OF OPERATIONS

THREE MONTHS ENDED MARCH 31, 1999 COMPARED TO THREE MONTHS ENDED MARCH 31, 1998

Net revenue for the first quarter of 1999 was $99,346,000, an increase of 12.0% from $88,964,000 for the first quarter of 1998. Less than truckload ("LTL") tonnage increased 8.6% as the Company continued to focus on generating market share in its existing service center network. Consistent with this strategy, the Company purchased selected assets from Skyline Transportation, Inc. ("Skyline") on January 12, 1999. Skyline's LTL operations were subsequently consolidated into the Company's existing operations and facilities with the addition of only one new service center opening. The Skyline asset purchase was not material to the overall operations and results of the Company during the first quarter of 1999 although it did increase the Company's southeastern regional and inter-regional market share. The acquisition also followed the purchase of selected assets of Fredrickson Motor Express in January 1998 and Goggin Truck Line Company in August 1998, both of which were primarily southeastern regional LTL carriers. The Company does not plan to expand its service center network significantly for the remainder of 1999.

In addition to increases in freight volume, average LTL revenue per shipment increased 4.3% to $125.21 from $120.10. This increase was driven by both increases in LTL revenue per hundredweight and LTL weight per shipment. LTL revenue per hundredweight for the quarter was $11.59, an increase of 3.1% over $11.24 for the first quarter of 1998. This increase in revenue yield is primarily the result of the Company's focus on improving pricing on unprofitable or marginal business and was achieved in a period in which LTL weight per shipment increased and the average length of haul decreased, both of which would generally have the effect of lowering LTL revenue per hundredweight. LTL weight per shipment increased 1.0% to 1,080 lbs. from 1,069 lbs. and the Company's average length of haul decreased 1.1% to 838 miles from 847 miles. The decrease in the average length of haul is a result of growth in the Company's regional business, which increased 16.2% over the same period of 1998.

The operating ratio, operating expenses as a percentage of revenue, decreased .9% to 94.5% from 95.4% in the first quarter of 1998. This improvement resulted primarily from decreases in purchased transportation, operating supplies and expenses, and a decrease in insurance and claims, which improved on a combined basis to 14.0% of revenue from 16.7%. These cost reductions were partially offset by increases in salaries, wages and benefits as well as increases in depreciation and amortization, which, when combined, increased to 67.6% of revenue from 65.4%.

As the Company has expanded its service center network and continued its focus on providing direct service to its customers, the use of purchased transportation has steadily declined. Purchased transportation, which includes the use of rail, lease operators and cartage agents, decreased to 3.3% of revenue from 4.7% in the first quarter of 1998. Replacement of purchased transportation with direct service generally improves transit times but increases certain operating expenses, particularly direct labor and equipment costs. In the first quarter of 1999, salary, wages and benefits increased to 61.3% of revenue from 60.1%, and depreciation and amortization increased to 6.3% of revenue from 5.3%.

Operating supplies and expenses decreased to 8.1% of revenue from 8.7% in the first quarter of 1998 as a result of lower fuel costs. The Company experienced a 9.4% increase in fuel consumption offset by an 11.5% reduction in average price paid per gallon. During the latter half of the first quarter of 1999 through April 1999, the Company has experienced higher fuel costs as the average price per gallon paid by the Company has increased.

Insurance and claims expense decreased to 2.6% of revenue from 3.3% in the prior year due to improvements in self-insured cargo claims experience as well as reductions in premiums charged for excess coverage of both auto liability and cargo loss and damage. The Company reduced cargo claims expense 31.6% from prior-year first quarter levels due to reductions in both the number of cargo claims incurred and the severity of those claims. Favorable experience allowed the Company to reduce excess insurance rates incurred for auto liability and cargo by 35.0% from the first quarter of 1998.

Net interest expense increased to 1.3% of revenue from 1.0% for the prior-year period. This increase was a result of an average higher level of debt outstanding during the current quarter although the Company had no additional borrowings during the first quarter of 1999 and reduced its long-term debt by $5,372,000 from year-end 1998.

Net income for the first quarter of 1999 was $2,469,000, a 29.1% increase over $1,913,000 for the prior-year period. The effective tax rate was 38.0% for both periods.

LIQUIDITY AND CAPITAL RESOURCES

Expansion in both the size and number of service center facilities, the planned tractor and trailer replacement cycle and revenue growth have required continued investment in property and equipment. In order to support these requirements, the Company incurred net capital expenditures of $2,281,000 during the first quarter of 1999. Cash flows generated internally were sufficient to fund 100% of the required capital expenditures during the quarter. At March 31, 1999, long-term debt including current maturities decreased to $65,217,000 from $70,589,000 at December 31, 1998.

The Company estimates capital expenditures to be approximately $47,000,000 to $50,000,000 for the year ending December 31, 1999. Of that, approximately $27,000,000 will be used for purchases of larger replacement service centers or expansion of existing service centers, approximately $17,000,000 will be used to purchase revenue equipment and the remaining balance will be used for investments in technology and other assets. The Company plans to fund these expenditures through cash flows from operations supplemented by additional borrowings.

The Company maintains a $32,500,000 uncollateralized credit facility that consists of a $17,500,000 line of credit commitment and a $15,000,000 letter of credit commitment. Interest on the line of credit is charged at rates that vary based upon a certain financial performance ratio and the stated period of time that the borrowings are outstanding. The applicable interest rate for the first quarter of 1999 was based upon LIBOR plus .75% for periods of 30-180 days and prime minus 1% for periods less than 30 days. A fee of .25% is charged on the unused portion of the $32,500,000 line of credit and letter of credit facility, and a fee of .75% is charged on outstanding letters of credit. At March 31, 1999, there were $6,000,000 outstanding borrowings on the line of credit and $11,385,000 outstanding on the letter of credit facility. Letters of credit are primarily issued as collateral for self-insured reserves for bodily injury, property damage and workers' compensation claims. The Company believes that it has sufficient credit lines and capacity to meet seasonal and long-term financial needs.

The Company has minimal exposure to changes in interest rates from its long-term debt arrangements as approximately 91% of that debt have fixed interest rates. Under its current policies, the Company does not use interest rate derivative instruments to manage exposure to interest rate changes. Also, the Company, currently, is not using any fuel hedging instruments as its tariff provisions generally allow for fuel surcharges to be implemented in the event that fuel prices exceed stipulated levels.

IMPACT OF THE YEAR 2000

Some of the Company's internally generated software, third party software, information technology ("IT") systems and non-IT systems were written or designed using two digits rather than four to define the applicable year. As a result, that software or system is likely to interpret a date using "00" as the year 1900 rather than the year 2000. This could possibly cause a system failure or miscalculations causing disruptions of operations, including, among other things, a temporary inability to process transactions, send invoices, or engage in normal business activities.

The Company has completed an assessment of its software to ensure that its computer systems will function properly with respect to dates in the year 2000 and thereafter. As of this filing date, the Company has successfully completed modifications to all internally generated software and is currently utilizing the modified software in production. The total cost to complete this phase of the year 2000 project was approximately $500,000. All third party software requiring modification has been identified and those modifications have been successfully completed, tested and placed into production. Each software vendor performed the necessary modifications to the third party software for year 2000 compliance and the costs were included in the annual maintenance fees charged to the Company. Actual costs to the Company were minimal.

During 1998, the Company successfully completed modifications to its IT hardware for year 2000 compliance at a cost of approximately $100,000. Most of this expense was for the replacement of all the Company's older model personal computers. While this hardware was tested to the extent possible and is currently being used in production, failure of one or large groups of these personal computers would not have a critical impact on the Company.

Old Dominion is approximately 50% complete in its evaluation of non-IT systems, such as telephone switches and security systems, to identify systems that require modification. As each system or component is identified, a plan to make appropriate modifications is initiated. The Company believes there is minimal risk in this area, and the cost of these modifications or upgrades, if any, is expected to be less than $50,000. These evaluations and subsequent modifications to non-IT hardware should be finalized by June 30, 1999.

The Company is currently 25% complete in its evaluation phase of its major customers and suppliers to determine if they have taken adequate measures to ensure that necessary modifications are made to their software and hardware prior to the year 2000. The completion of the supplier evaluation phase, which is scheduled for July 31, 1999, will determine the actions the Company will take in securing alternate suppliers by year-end 1999. The Company is actively assisting customers in achieving year 2000 compliance in their electronic data interchange applications that are used to communicate with the Company in their normal course of business. If these systems fail, the Company plans to convert to traditional methods of communication such mail, phone and fax, which it currently uses with the majority of its customer base. In addition, the Company's existing systems could be used to provide customers with freight tracing and documentation requirements if their systems fail. The process of monitoring customers and suppliers for year 2000 compliance may well extend until 2000, as those companies execute their year 2000 plans. The Company's largest customer in 1998 accounted for 2.8% of revenue; therefore, the Company is not dependent on any one customer. Critical supplies such as fuel and parts are generally available from multiple sources and the Company's physical locations are not dependent on one provider of utilities. However, failure by any large groups of suppliers or customers to make necessary year 2000 modifications could result in a material adverse impact on the Company. The Company has incurred approximately $10,000 to date in monitoring customer and supplier compliance and expects to incur an additional $20,000 by year-end 1999.

In order to avoid problems that could arise in the year 2000, all modifications to internally generated software were simulated in a year 2000 test environment and subjected to comprehensive quality standards prior to being placed into production. Similar IT hardware testing, to the extent possible, has been performed. The Company's contingency plan, in the event hardware or software failures occur in early 2000, is to have its internal IT staff and external IT support resources available to address these potential problems as they are identified. The Company believes today that the most likely worst case scenario would involve (1) malfunctions in computer software at the corporate headquarters, (2) temporary disruptions in the delivery of services and products to the Company, primarily communications, utilities and fuel, and (3) temporary disruptions in payments from customers. The Company expects that these events would result in increased expense and lost revenue, and would adversely affect the Company's cash flow.

The total cost incurred to date for year 2000 compliance is approximately $610,000 and the Company expects to incur an additional $70,000 by year-end 1999.

The cost of the project and the date on which the Company believes it will complete the year 2000 modifications are based on management's best estimates, which were derived utilizing numerous assumptions of future events, including the continued availability of certain resources and other factors. However, there can be no guarantee that these estimates will be achieved and actual results could differ materially from those anticipated. Specific factors that might cause such material differences include, but are not limited to, the availability and cost of personnel trained in this area, the ability to locate and correct all relevant computer code, the ability of the Company's customers and suppliers to address their year 2000 compliance problems and similar uncertainties.

INFLATION

Most of the Company's expenses are affected by inflation, which will generally result in increased costs. For the quarter ending March 31, 1999, the effect of inflation on the Company's results of operations was minimal.

SEASONALITY

The Company's operations are subject to seasonal trends common in the motor carrier industry. Operating results in the first and fourth quarters are normally lower due to reduced shipments during the winter months. Harsh winter weather can also adversely impact the Company's performance by reducing demand and increasing operating expenses. The second and third quarters are stronger due to increased demand for services during the spring and summer months.

ENVIRONMENTAL

The Company is subject to federal, state and local environmental laws and regulations, particularly relative to underground storage tanks ("UST's"). The Company believes it is in compliance with applicable environmental laws and regulations, including those relating to UST's, and does not believe that the cost of future compliance will have a material adverse effect on the Company's operations or financial condition.

FORWARD-LOOKING INFORMATION

Forward-looking statements in this report, including, without limitation, statements relating to future events or the future financial performance of the Company appear in the preceding Management's Discussion and Analysis of Financial Condition and Results of Operations and in other written and oral statements made by or on behalf of the Company, including, without limitation, statements relating to the Company's goals, strategies, expectations, competitive environment, regulation and availability of resources. Such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that such forward-looking statements involve risks and uncertainties that could cause actual events and results to be materially different from those expressed or implied herein, including, but not limited to, the following: (1) changes in the Company's goals, strategies and expectations, which are subject to change at any time at the discretion of the Company; (2) the Company's ability to maintain a nonunion, qualified work force; (3) the competitive environment with respect to industry capacity and pricing; (4) the availability and cost of fuel, additional revenue equipment, service centers and other significant resources; (5) the impact of regulatory bodies; (6) various economic factors such as insurance costs, liability claims, interest rate fluctuations, the availability of qualified drivers or owner-operators, fluctuations in the resale value of revenue equipment, increases in fuel or energy taxes, economic recessions and downturns in customers' business cycles and shipping requirements; (7) the Company's inability to raise capital or borrow funds on satisfactory terms, which could limit growth and require the Company to operate its revenue equipment for longer periods of time; (8) the availability and cost of personnel trained in year 2000 compliance issues, the Company's ability to locate and correct relevant IT and non-IT problems and the ability of the Company's customers and suppliers to address their year 2000 compliance problems; and (9) other risks and uncertainties indicated from time to time in the Company's filings with the Securities and Exchange Commission.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE OF MARKET RISK

The information called for by this item is provided under the caption "Liquidity and Capital Resources" under Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations.

PART II. OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company held its 1999 Annual Meeting of Stockholders on May 3, 1999. The only item on the agenda was the election of directors for which votes were cast or withheld as follows:

<TABLE>

Nominee	For	Against	Withheld
Earl E. Congdon	7,402,795	21,000	888,401
John R. Congdon	7,402,795	21,000	888,401
John A. Ebeling	7,402,795	21,000	888,401
Harold G. Hoak	7,402,795	21,000	888,401
Franz F. Holscher	7,402,795	21,000	888,401
David S. Congdon	7,402,795	21,000	888,401
John R. Congdon, Jr.	7,402,795	21,000	888,401

</TABLE>

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a) Exhibits:

Exhibit No. Description
----------- ---------------------------------

27 Financial Data Schedule

b) Reports on Form 8-K: No reports on Form 8-K were filed during the quarter ended March 31, 1999.

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 thereunto duly authorized.

OLD DOMINION FREIGHT LINE, INC.

DATE: May 6, 1999 /s/ J. WES FRYE
----------------------------- ------------------------------------
J. Wes Frye
Senior Vice President - Finance
(Principal Financial Officer)

DATE: May 6, 1999 /s/ JOHN P. BOOKER III
----------------------------- ------------------------------------
John P. Booker III
Vice President - Controller
(Principal Accounting Officer)

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