

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 7)*

Old Dominion Freight Line, Inc.
(Name of Issuer)

Common Stock (\$.10 par value)
(Title of Class of Securities)

679580100
(CUSIP Number)

Check the following box if a fee is being paid with this statement []

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Notes).

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

David S. Congdon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

19,621 (See Item 4)

6. SHARED VOTING POWER

-0- (See Item 4)

7. SOLE DISPOSITIVE POWER

19,621 (See Item 4)

8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,621

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

12. TYPE OF REPORTING PERSON

IN (See Item 4)

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

David S. Congdon, Custodian

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

91,617 (See Item 4)

6. SHARED VOTING POWER

-0- (See Item 4)

7. SOLE DISPOSITIVE POWER

91,617 (See Item 4)

8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

91,617

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.1%

12. TYPE OF REPORTING PERSON

IN (See Item 4)

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

David S. Congdon Revocable Trust, dated December 3, 1991

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

284,967 (See Item 4)

6. SHARED VOTING POWER

-0- (See Item 4)

7. SOLE DISPOSITIVE POWER

284,967 (See Item 4)

8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

284,967

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.4%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

David S. Congdon Irrevocable Trust #1, dated December 1, 1992

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

-0- (See Item 4)

6. SHARED VOTING POWER

65,086 (See Item 4)

7. SOLE DISPOSITIVE POWER

-0- (See Item 4)

8. SHARED DISPOSITIVE POWER

65,086 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,086

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.8%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Irrevocable Trust, dated December 18, 1998, fbo Marilyn Congdon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

3,300 (See Item 4)

6. SHARED VOTING POWER

-0- (See Item 4)

7. SOLE DISPOSITIVE POWER

3,300 (See Item 4)

8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,300

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Irrevocable Trust, dated December 18, 1998, fbo Kathryn Congdon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
3,300 (See Item 4)
6. SHARED VOTING POWER
-0- (See Item 4)
7. SOLE DISPOSITIVE POWER
3,300 (See Item 4)
8. SHARED DISPOSITIVE POWER
-0- (See Item 4)
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,300
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.0%
12. TYPE OF REPORTING PERSON
OO (See Item 4)

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
3,300 (See Item 4)
6. SHARED VOTING POWER
-0- (See Item 4)
7. SOLE DISPOSITIVE POWER
3,300 (See Item 4)
8. SHARED DISPOSITIVE POWER
-0- (See Item 4)
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,300
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.0%
12. TYPE OF REPORTING PERSON
OO (See Item 4)

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Earl E. Congdon Intangibles Trust
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b) X
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
-0- (See Item 4)
6. SHARED VOTING POWER
835,746 (See Item 4)
7. SOLE DISPOSITIVE POWER
-0- (See Item 4)
8. SHARED DISPOSITIVE POWER
835,746 (See Item 4)
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

835,746

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.1%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Kathryn W. Congdon Intangibles Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

-0- (See Item 4)

6. SHARED VOTING POWER

103,000 (See Item 4)

7. SOLE DISPOSITIVE POWER

-0- (See Item 4)

8. SHARED DISPOSITIVE POWER

103,000 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

103,000

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.2%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Helen S. Congdon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

6,000 (See Item 4)

6. SHARED VOTING POWER

-0- (See Item 4)

7. SOLE DISPOSITIVE POWER

6,000 (See Item 4)

8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1 %

12. TYPE OF REPORTING PERSON

IN (See Item 4)

Item 1.

(a) Name of Issuer:

Old Dominion Freight Line, Inc.

(b) Address of Issuer's Principal Executive Offices:

1730 Westchester Drive
High Point, NC 27262

Item 2.

(a) Names of Persons Filing:

- (i) David S. Congdon
- (ii) David S. Congdon, Custodian
- (iii) David S. Congdon Revocable Trust, dated December 3, 1991
- (iv) David S. Congdon Irrevocable Trust #1, dated December 1, 1992
- (v) Irrevocable Trust, dated December 18, 1998, fbo Marilyn Congdon
- (vi) Irrevocable Trust, dated December 18, 1998, fbo Kathryn Congdon
- (vii) Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon
- (viii) Earl E. Congdon Intangibles Trust
- (ix) Kathryn W. Congdon Intangibles Trust
- (x) Helen S. Congdon

(b) Address of Principal Business Office:

As to (i) through (x): 1730 Westchester Drive
High Point, NC 27262

(c) Place of Organization or Citizenship:

(i), (ii) and (x) USA
(iii) through (ix) North Carolina

(d) Title of Class of Securities:

Common Stock (\$.10 par value)

(e) CUSIP Number:

679580100

Item 3. If This Statement Is Filed Pursuant to Rules 13d-1(b), or 13d-2(b),
Check Whether the Person Filing Is a ...

Not Applicable. This is a joint filing by the persons identified in
Item 2, above, pursuant to Rule 13d-1(c) and Rule 13d-1(f) but not a
group filing.

Item 4. Ownership

The securities reported herein are beneficially owned by David S.
Congdon, David S. Congdon, as Custodian for his children, David S.
Congdon Revocable Trust, dated December 3, 1991, David S. Congdon
Irrevocable Trust #1, dated December 1, 1992, Irrevocable Trust, dated
December 18, 1998, fbo Marilyn Congdon, Irrevocable Trust, dated
December 18, 1998, fbo Kathryn Congdon, Irrevocable Trust, dated
December 18, 1998, fbo Ashlyn Congdon, Earl E. Congdon Intangibles
Trust, Kathryn W. Congdon Intangibles Trust and Helen S. Congdon. The
total securities reported is 1,415,397 shares of the Issuer's
Common Stock, which constitutes 17.0% of such shares as of December 31,
1998.

As of December 31, 1998, David S. Congdon owns directly 19,621 shares
(0.2%) of the Issuer's Common Stock. That number includes options to
purchase 14,200 shares of the Issuer's Common Stock that are
exercisable within 60 days of that date and 3,657 shares owned in the
Issuer's 401(k) plan in Mr. Congdon's account.

As of December 31, 1998, David S. Congdon, as Custodian for his
children, owns directly 91,617 shares (1.1%) of the Issuer's Common
Stock.

As of December 31, 1998, David S. Congdon Revocable Trust, dated
December 3, 1991, owns directly 284,967 shares (3.4%) of the Issuer's
Common Stock. David S. Congdon, as Trustee, has sole voting and sole
dispositive power over those shares.

As of December 31, 1998, David S. Congdon Irrevocable Trust #1 owns
directly 65,086 shares (0.8%) of the Issuer's Common Stock. Although
Mr. Congdon's wife, Helen Congdon, as Trustee, has sole voting and sole
dispositive power over those shares, they are shown below under c(ii)
and c(iv) as shared voting and power to dispose.

As of December 31, 1998, an Irrevocable Trust, dated December 18, 1998,
fbo Marilyn Congdon, has sole voting and dispositive power with respect
to 3,300 shares (0.0%) of the Issuer's Common Stock. David S. Congdon
is the trustee. Marilyn Congdon is a child of David S. Congdon.

As of December 31, 1998, an Irrevocable Trust, dated December 18, 1998,
fbo Kathryn Congdon, has sole voting and dispositive power with respect
to 3,300 shares (0.0%) of the Issuer's Common Stock. David S. Congdon

is the trustee. Kathryn Congdon is a child of David S. Congdon.

As of December 31, 1998, an Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon, has sole voting and dispositive power with respect to 3,300 shares (0.0%) of the Issuer's Common Stock. David S. Congdon is the trustee. Ashlyn Congdon is a child of David S. Congdon.

As of December 31, 1998, the Earl E. Congdon Intangibles Trust owns 835,746 shares (10.1%) of the Issuer's Common Stock. David S. Congdon is trustee of that trust. Earl E. Congdon is the father of David S. Congdon.

As of December 31, 1998, the Kathryn W. Congdon Intangibles Trust owns 103,000 shares (10.1%) of the Issuer's Common Stock. David S. Congdon is trustee of that trust. Kathryn W. Congdon is the mother of David S. Congdon.

As of December 31, 1998, Helen Congdon, wife of David S. Congdon, owns directly 6,000 shares (0.1%) of the Issuer's Common Stock.

(a) Amount Beneficially Owned:

(i)	19,621
(ii)	91,617
(iii)	284,967
(iv)	65,086
(v)	3,300
(vi)	3,300
(vii)	3,300
(viii)	835,746
(ix)	103,000
(x)	6,000

(b) Percent of Class

(i)	0.2%
(ii)	1.1%
(iii)	3.4%
(iv)	0.8%
(v)	0.0%
(vi)	0.0%
(vii)	0.0%
(viii)	10.1%
(ix)	1.2%
(x)	0.1%

(c) Number of Shares as to which such person has:

(i) Sole power to vote or to direct the vote

(i)	19,621
(ii)	91,617
(iii)	284,967
(v)	3,300
(vi)	3,300
(vii)	3,300
(x)	6,000

(ii) Shared power to vote or to direct the vote

(iv)	65,086
(viii)	835,746
(ix)	103,000

(iii) Sole power to dispose or to direct the disposition of

(i)	19,621
(ii)	91,617
(iii)	284,967
(v)	5,000

(vi) 3,300
(vii) 3,300
(x) 6,000

(iv) Shared power to dispose or to direct the disposition of

(iv) 65,086
(viii) 835,746
(ix) 103,000

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person

See information in Item 4, above.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable

Item 8. Identification and Classification of Members of the Group

See Item 3 and Item 4, above.

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below, we certify that, to the best of our knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

This report shall not be construed as an admission by the persons filing the report that they are the beneficial owner of any securities covered by this report.

After reasonable inquiry and to the best of our knowledge and belief we certify that the information set forth in this statement is true, complete and correct.

February 12, 1999.

DAVID S. CONGDON

David S. Congdon

David S. Congdon

DAVID S. CONGDON, Custodian

David S. Congdon

David S. Congdon, Custodian for
Kathryn Congdon, Marilyn Congdon and

Ashlyn Congdon

DAVID S. CONGDON REVOCABLE TRUST, dated December 3, 1991

By: David Congdon

David Congdon, Trustee

DAVID S. CONGDON IRREVOCABLE TRUST #1, dated December 1, 1992

By: Helen Congdon

Helen Congdon, Trustee

IRREVOCABLE TRUST, DATED DECEMBER 18, 1998,
FBO MARILYN CONGDON

By: David S. Congdon

David S. Congdon, Trustee

IRREVOCABLE TRUST, DATED DECEMBER 18, 1998,
FBO KATHRYN CONGDON

By: David S. Congdon

David S. Congdon, Trustee

IRREVOCABLE TRUST, DATED DECEMBER 18, 1998,
FBO ASHLYN CONGDON

By: David S. Congdon

David S. Congdon, Trustee

EARL E. CONGDON INTANGIBLES TRUST

By: David S. Congdon

David S. Congdon, Trustee

KATHRYN W. CONGDON INTANGIBLES TRUST

By: David S. Congdon

David S. Congdon, Trustee

HELEN S. CONGDON

Helen S. Congdon

Helen S. Congdon

JOINT FILING AGREEMENT

In accordance with Rule 13d-1 (f) (1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees to the joint filing with each other of the attached statement on Schedule 13G and to all amendments to such statement and that such statement and all amendments to such statement is made on behalf of each of them.

IN WITNESS WHEREOF, the undersigned hereby execute this agreement on February

12, 1999.

DAVID S. CONGDON

David S. Congdon

David S. Congdon

DAVID S. CONGDON, Custodian

David S. Congdon

David S. Congdon, Custodian for
Kathryn Congdon, Marilyn Congdon and
Ashlyn Congdon

DAVID S. CONGDON REVOCABLE TRUST, dated December 3, 1991

By: David Congdon

David Congdon, Trustee

DAVID S. CONGDON IRREVOCABLE TRUST #1, dated December 1, 1992

By: Helen Congdon

Helen Congdon, Trustee

IRREVOCABLE TRUST, DATED DECEMBER 18, 1998,
FBO MARILYN CONGDON

By: David S. Congdon

David S. Congdon, Trustee

IRREVOCABLE TRUST, DATED DECEMBER 18, 1998,
FBO KATHRYN CONGDON

By: David S. Congdon

David S. Congdon, Trustee

IRREVOCABLE TRUST, DATED DECEMBER 18, 1998,
FBO ASHLYN CONGDON

By: David S. Congdon

David S. Congdon, Trustee

EARL E. CONGDON INTANGIBLES TRUST

By: David S. Congdon

David S. Congdon, Trustee

KATHRYN W. CONGDON INTANGIBLES TRUST

By: David S. Congdon

David S. Congdon, Trustee

HELEN S. CONGDON

Helen S. Congdon

Helen S. Congdon