
**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

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

Date: February 4, 2005

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

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

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

	Board of Directors	Audit Committee	Compensation Committee	Governance and Nomination Committee
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.