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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2014

or

☐ **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.)**

500 Old Dominion Way
Thomasville, NC 27360
(Address of principal executive offices)
(Zip Code)

(336) 889-5000
(Registrant's telephone number, including area code)

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 ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of May 5, 2014 there were 86,164,917 shares of the registrant's Common Stock ($0.10 par value) outstanding.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

OLD DOMINION FREIGHT LINE, INC.
CONDENSED BALANCE SHEETS

(In thousands, except share and per share data)	March 31, 2014 (Unaudited)	December 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	**$ 41,244**	$ 30,174
Customer receivables, less allowances of $8,355 and $8,067, respectively	**285,249**	248,069
Other receivables	**3,323**	10,225
Prepaid expenses and other current assets	**33,432**	21,262
Deferred income taxes	**25,726**	23,249
Total current assets	**388,974**	332,979
Property and equipment:		
Revenue equipment	**1,043,633**	1,009,936
Land and structures	**1,012,028**	990,256
Other fixed assets	**285,052**	266,563
Leasehold improvements	**6,437**	6,378
Total property and equipment	**2,347,150**	2,273,133
Accumulated depreciation	**(761,074)**	(730,074)
Net property and equipment	**1,586,076**	1,543,059
Goodwill	**19,463**	19,463
Other assets	**37,255**	36,588
Total assets	**$ 2,031,768**	$ 1,932,089

Note: The Condensed Balance Sheet at December 31, 2013 has been derived from the audited financial statements at that date, but does not include all of the information and notes required by U.S. generally accepted accounting principles for complete financial statements.

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

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

(In thousands, except share and per share data)	March 31, 2014 (Unaudited)	December 31, 2013
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	**$ 71,764**	$ 36,788
Compensation and benefits	**97,731**	97,187
Claims and insurance accruals	**39,525**	38,784
Other accrued liabilities	**22,756**	21,480
Income taxes payable	**26,015**	2,168
Current maturities of long-term debt	**35,714**	35,715
Total current liabilities	**293,505**	232,122
Long-term liabilities:		
Long-term debt	**145,000**	155,714
Other non-current liabilities	**125,402**	123,054
Deferred income taxes	**189,892**	189,117
Total long-term liabilities	**460,294**	467,885
Total liabilities	**753,799**	700,007
Commitments and contingent liabilities		
Shareholders' equity:		
Common stock - $0.10 par value, 140,000,000 shares authorized, 86,164,917 shares outstanding at March 31, 2014 and December 31, 2013	**8,616**	8,616
Capital in excess of par value	**134,401**	134,401
Retained earnings	**1,134,952**	1,089,065
Total shareholders' equity	**1,277,969**	1,232,082
Total liabilities and shareholders' equity	**$ 2,031,768**	$ 1,932,089

Note: The Condensed Balance Sheet at December 31, 2013 has been derived from the audited financial statements at that date, but does not include all of the information and notes required by U.S. generally accepted accounting principles for complete financial statements.

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

OLD DOMINION FREIGHT LINE, INC.
CONDENSED STATEMENTS OF OPERATIONS
(UNAUDITED)

(In thousands, except share and per share data)	Three Months Ended March 31, 2014	2013
Revenue from operations	**$ 620,276**	$ 538,416
Operating expenses:		
Salaries, wages and benefits	**311,181**	270,800
Operating supplies and expenses	**106,294**	95,703
General supplies and expenses	**19,135**	17,761
Operating taxes and licenses	**19,050**	17,269
Insurance and claims	**7,973**	7,270
Communications and utilities	**6,734**	5,721
Depreciation and amortization	**34,092**	29,834
Purchased transportation	**29,136**	23,339
Building and office equipment rents	**2,506**	3,178
Miscellaneous expenses, net	**4,123**	1,597
Total operating expenses	**540,224**	472,472
Operating income	**80,052**	65,944
Non-operating expense (income):		
Interest expense	**2,076**	2,400
Interest income	**(33)**	(14)
Other expense, net	**775**	74
Total non-operating expense	**2,818**	2,460
Income before income taxes	**77,234**	63,484
Provision for income taxes	**31,347**	22,931
Net income	**$ 45,887**	$ 40,553
Earnings per share:		
Basic	**$ 0.53**	$ 0.47
Diluted	**$ 0.53**	$ 0.47
Weighted average shares outstanding:		
Basic	**86,164,917**	86,164,917
Diluted	**86,164,917**	86,164,917

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

OLD DOMINION FREIGHT LINE, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(UNAUDITED)

(In thousands)	Three Months Ended March 31, 2014	2013
Cash flows from operating activities:		
Net income	**$ 45,887**	$ 40,553
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	**34,092**	29,834
Loss on sale of property and equipment	**848**	47
Deferred income taxes	**(1,702)**	(3,736)
Other operating activities, net	**20,443**	(3,164)
Net cash provided by operating activities	**99,568**	63,534
Cash flows from investing activities:		
Purchase of property and equipment	**(79,818)**	(26,949)
Proceeds from sale of property and equipment	**2,035**	815
Net cash used in investing activities	**(77,783)**	(26,134)
Cash flows from financing activities:		
Principal payments under long-term debt agreements	**(10,715)**	(11,074)
Net payments on revolving line of credit	**—**	(10,000)
Net cash used in financing activities	**(10,715)**	(21,074)
Increase in cash and cash equivalents	**11,070**	16,326
Cash and cash equivalents at beginning of period	**30,174**	12,857
Cash and cash equivalents at end of period	**$ 41,244**	$ 29,183

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

NOTES TO THE CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

Note 1. Significant Accounting Policies

Basis of Presentation

The accompanying unaudited, interim condensed financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and, in management's opinion, contain all adjustments (consisting of normal recurring items) necessary for a fair presentation, in all material respects, of the financial position and results of operations for the periods presented. Accordingly, they do not include all of the information and notes required by U.S. GAAP for complete financial statements.

The preparation of condensed financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions. Such estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the condensed financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Our operating results are subject to seasonal trends; therefore, the results of operations for the interim period ended March 31, 2014 are not necessarily indicative of the results that may be expected for subsequent quarterly periods or the year ending December 31, 2014.

The condensed financial statements should be read in conjunction with the financial statements and related notes, which appear in our Annual Report on Form 10-K for the year ended December 31, 2013.

There have been no significant changes in the accounting principles and policies, long-term contracts or estimates inherent in the preparation of the condensed financial statements of Old Dominion Freight Line, Inc. as previously described in our Annual Report on Form 10-K for the year ended December 31, 2013.

Unless the context requires otherwise, references in these Notes to "Old Dominion," the "Company," "we," "us" and "our" refer to Old Dominion Freight Line, Inc.

Fair Values of Financial Instruments

The carrying values of financial instruments included in current assets and liabilities, such as cash and cash equivalents, customer and other receivables, trade payables and current maturities of long-term debt, approximate their fair value due to the short maturities of these instruments. The carrying value of our total long-term debt, including current maturities, was $180.7 million and $191.4 million at March 31, 2014 and December 31, 2013, respectively. The estimated fair value of our total long-term debt was $186.0 million and $196.5 million at March 31, 2014 and December 31, 2013, respectively. Our long-term debt primarily consists of our senior notes for which fair value is estimated using market interest rates for similar issuances of private debt. Since this methodology is based upon indicative market interest rates, the measurement is categorized as Level 2 under the three-level fair value hierarchy as established by the Financial Accounting Standards Board (the "FASB").

Earnings Per Share

Earnings per share is computed using the weighted average number of common shares outstanding during the period.

Note 2. Long-Term Debt

Long-term debt consisted of the following:

(In thousands)	**March 31, 2014**	December 31, 2013
Senior notes	**$ 180,714**	$ 191,429
Less: Current maturities	**(35,714)**	(35,715)
Total maturities due after one year	**$ 145,000**	$ 155,714

NOTES TO THE CONDENSED FINANCIAL STATEMENTS (UNAUDITED) (CONTINUED)

We have three outstanding unsecured senior note agreements with an aggregate amount outstanding of $180.7 million and $191.4 million at March 31, 2014 and December 31, 2013, respectively. These notes call for periodic principal payments with maturities that range from 2015 to 2021, of which $35.7 million is due in the next twelve months. Interest rates on these notes are fixed and range from 4.00% to 5.85%. The weighted average interest rate on our outstanding senior note agreements was 5.00% and 4.99% at March 31, 2014 and December 31, 2013, respectively.

We have a five-year, $200.0 million senior unsecured revolving credit facility pursuant to the terms of a second amended and restated credit agreement dated August 10, 2011 (the “Credit Agreement”), with Wells Fargo Bank, National Association (“Wells Fargo”) serving as administrative agent for the lenders. Of the $200.0 million line of credit commitments, $150.0 million may be used for letters of credit and $20.0 million may be used for borrowings under the Wells Fargo Sweep Plus Loan Program. We utilize the sweep program to manage our daily cash needs, as the sweep program automatically initiates borrowings to cover overnight cash requirements up to an aggregate of $20.0 million. In addition, we have the right to request an increase in the line of credit commitments up to a total of $300.0 million in minimum increments of $25.0 million. At our option, revolving loans under the facility bear interest at either: (a) the Applicable Margin Percentage for Base Rate Loans plus the higher of Wells Fargo’s prime rate, the federal funds rate plus 0.5% per annum, or the one month LIBOR Rate plus 1.0% per annum; (b) the LIBOR Rate plus the Applicable Margin Percentage for LIBOR Loans; or (c) the LIBOR Market Index Rate (“LIBOR Index Rate”) plus the Applicable Margin Percentage for LIBOR Market Index Loans. The Applicable Margin Percentage is determined by a pricing grid in the Credit Agreement and ranges from 1.0% to 1.875% based upon the ratio of debt to total capitalization. The Applicable Margin Percentage was 1.0% at March 31, 2014 and December 31, 2013, respectively. Revolving loans under the sweep program bear interest at the LIBOR Index Rate.

There were no borrowings outstanding at March 31, 2014 and December 31, 2013 under the revolving credit facility. There were $59.7 million and $57.7 million of outstanding letters of credit at March 31, 2014 and December 31, 2013, respectively.

Note 3. Income Taxes

Our effective tax rate generally exceeds the federal statutory rate of 35% due to the impact of state taxes, and, to a lesser extent, certain other non-deductible items. For the three months ended March 31, 2014, our effective tax rate was 40.6% as compared to 36.1% for the same period in 2013. The increase in our effective tax rate was due to the expiration of favorable tax credits for the use of alternative fuels provided by the American Taxpayer Relief Act of 2012 enacted in the first quarter of 2013 and other discrete tax adjustments for the three months ended March 31, 2014.

Note 4. Commitments and Contingencies

We are involved in various legal proceedings and claims that have arisen in the ordinary course of our business that have not been fully adjudicated, and some of these are covered in whole or in part by insurance. Our management does not believe that these actions, when finally concluded and determined, will have a material adverse effect upon our financial position, results of operations or cash flows.

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

Overview

We are a leading, less-than-truckload ("LTL"), union-free motor carrier providing regional, inter-regional and national LTL services and other logistics services from a single integrated organization. In addition to our core LTL services, we offer a broad range of value-added services including international freight forwarding, ground and air expedited transportation, container delivery, truckload brokerage, supply chain consulting, warehousing and consumer household pickup and delivery. More than 95% of our revenue has historically been derived from transporting LTL shipments for our customers, whose demand for our services is generally tied to industrial production and the overall health of the U.S. domestic economy.

In analyzing the components of our revenue, we monitor changes and trends in our LTL services using the following key metrics, which exclude certain transportation and logistics services where pricing is generally not determined by weight:

- *LTL Revenue Per Hundred*weight - This measurement reflects the application of our pricing policies to the services we provide, which are influenced by competitive market conditions and our growth objectives. Generally, freight is rated by a class system, which is established by the National Motor Freight Traffic Association, Inc. Light, bulky freight typically has a higher class and is priced at higher revenue per hundredweight than dense, heavy freight. Fuel surcharges, accessorial charges, revenue adjustments and revenue for undelivered freight are included in this measurement. Revenue for undelivered freight is deferred for financial statement purposes in accordance with our revenue recognition policy; however, we believe including it in our revenue per hundredweight metrics results in a better indicator of changes in our yields by matching total billed revenue with the corresponding weight of those shipments.

  Revenue per hundredweight is a commonly-used indicator of pricing trends, but this metric can be influenced by many other factors, such as changes in fuel surcharges, weight per shipment, length of haul and the class, or mix, of our freight. As a result, changes in revenue per hundredweight do not necessarily indicate actual changes in underlying base rates.

- *LTL Weight Per Shipm*ent - Fluctuations in weight per shipment can indicate changes in the mix of freight we receive from our customers, as well as changes in the number of units included in a shipment. Generally, increases in weight per shipment indicate higher demand for our customers' products and overall increased economic activity. Changes in weight per shipment generally have an inverse effect on our revenue per hundredweight, as an increase in weight per shipment will typically cause a decrease in revenue per hundredweight.

- *Average Length of H*aul - We consider lengths of haul less than 500 miles to be regional traffic, lengths of haul between 500 miles and 1,000 miles to be inter-regional traffic, and lengths of haul in excess of 1,000 miles to be national traffic. This metric is used to analyze our tonnage and pricing trends for shipments with similar characteristics, and also allows comparison with other transportation providers serving specific markets. By analyzing this metric, we can determine the success and growth potential of our service products in these markets. Changes in length of haul generally have a direct effect on our revenue per hundredweight, as an increase in length of haul will typically cause an increase in revenue per hundredweight.

Our primary revenue focus is to increase "density," which is shipment and tonnage growth within our existing infrastructure that is measured by our revenue per service center. Increases in density allow us to maximize our asset utilization and labor productivity, which we measure over many different functional areas of our operations including linehaul load factor, pickup and delivery ("P&D") stops per hour, P&D shipments per hour, platform pounds handled per hour and platform shipments per hour. In addition to our focus on density and operating efficiencies, it is critical for us to obtain an appropriate yield on the shipments we handle. We manage our yields by focusing on individual account profitability. We believe yield management and improvements in efficiency are key components in our ability to produce profitable growth.

Our primary cost elements are direct wages and benefits associated with the movement of freight; fuel and equipment repair expenses; and depreciation of our equipment fleet and service center facilities. We gauge our overall success in managing costs by monitoring our operating ratio, a measure of profitability calculated by dividing total operating expenses by revenue, which also allows industry-wide comparisons with our competition.

We continually upgrade our technological capabilities to improve our customer service and lower our operating costs. Our technology provides our customers with visibility of their shipments throughout our network, increases the productivity of our workforce and provides key metrics that we use to monitor and enhance our processes.

The following table sets forth, for the periods indicated, expenses and other items as a percentage of revenue from operations:

	Three Months Ended March 31,	
	2014	**2013**
Revenue from operations	**100.0%**	100.0%
Operating expenses:		
Salaries, wages and benefits	**50.2**	50.3
Operating supplies and expenses	**17.1**	17.8
General supplies and expenses	**3.1**	3.3
Operating taxes and licenses	**3.1**	3.2
Insurance and claims	**1.3**	1.4
Communications and utilities	**1.1**	1.1
Depreciation and amortization	**5.5**	5.5
Purchased transportation	**4.7**	4.3
Building and office equipment rents	**0.4**	0.6
Miscellaneous expenses, net	**0.6**	0.3
Total operating expenses	**87.1**	87.8
Operating income	**12.9**	12.2
Interest expense, net *	**0.3**	0.4
Other expense, net	**0.1**	0.0
Income before income taxes	**12.5**	11.8
Provision for income taxes	**5.1**	4.3
Net income	**7.4%**	7.5%

* For the purpose of this table, interest expense is presented net of interest income.

Results of Operations

Key financial and operating metrics for the three-month periods ended March 31, 2014 and 2013 are presented below:

	Three Months Ended March 31,		
	2014	2013	% Change
Work days	**63**	63	— %
Revenue *(in thousands)*	**$ 620,276**	$ 538,416	15.2 %
Operating ratio	**87.1%**	87.8%	
Net income *(in thousands)*	**$ 45,887**	$ 40,553	13.2 %
Diluted earnings per share	**$ 0.53**	$ 0.47	12.8 %
LTL tons *(in thousands)*	**1,680**	1,475	13.9 %
LTL shipments *(in thousands)*	**2,065**	1,845	11.9 %
LTL weight per shipment *(lbs.)*	**1,627**	1,599	1.8 %
LTL revenue per hundredweight	**$ 18.00**	$ 17.71	1.6 %
LTL revenue per shipment	**$ 292.95**	$ 283.22	3.4 %
Average length of haul *(miles)*	**929**	935	(0.6)%

Our revenue grew 15.2% over the first quarter of 2013 primarily due to increased market share, despite the negative impact of the harsh winter weather conditions and more restrictive hours of service regulations during the quarter. We believe our value proposition of on-time, claims-free service at a fair and equitable price continues to drive our success. In addition to increasing our market share, we also maintained our focus on yield management and freight density, which contributed to the 70 basis-point improvement in our operating ratio. As a result, net income increased 13.2% to $45.9 million for the first quarter of 2014.

Revenue

Revenue increased $81.9 million, or 15.2%, over the first quarter of 2013 primarily due to increases in both tonnage and price. LTL tonnage increased 13.9% over the first quarter 2013 primarily due to an 11.9% increase in shipments and a 1.8% increase in weight per shipment. We believe our tonnage growth for the first quarter of 2014 was primarily due to increased market share as our growth exceeded reported industry averages.

LTL revenue per hundredweight for the first quarter of 2014 was $18.00, a 1.6% increase over the prior-year quarter, which reflects the commitment to our disciplined yield management process and a relatively stable pricing environment for the LTL industry. While we believe that revenue per hundredweight is a good indicator of pricing trends, we manage our yield on an individual customer basis as changes in factors such as fuel surcharges, weight per shipment, length of haul and mix of freight can influence this metric. We believe our focus on obtaining an appropriate yield is necessary to offset rising operating costs and also allows us to invest in opportunities that can improve the quality of our service and provide capacity for future growth.

Our fuel surcharges are designed to offset fluctuations in the cost of petroleum-based products and are one of the many components included in the overall negotiated price we charge for our services. Fuel surcharge revenue decreased to 16.2% of our revenue in the first quarter of 2014 as compared to 16.6% for the comparable period of 2013 due to the decrease in the average price per gallon of diesel fuel. Most of our tariffs and contracts provide for a fuel surcharge that is generally indexed to the U. S. Department of Energy's published diesel fuel prices that reset each week. Therefore, fluctuations in fuel surcharges between the periods are primarily the result of changes in the underlying price of diesel fuel.

Operating Costs and Other Expenses

Salaries, wages and benefits for the first quarter of 2014 increased $40.4 million, or 14.9%, over the prior-year comparable quarter due to a $30.2 million increase in the costs attributable to salaries and wages and a $10.2 million increase in benefit costs. The overall increase in salary and wages is primarily due to a 9.7% increase in the average number of full-time employees over the prior-year quarter to support the 13.9% increase in our LTL tonnage over the same comparable period. Our direct labor costs related to drivers, platform employees and fleet technicians increased $22.3 million, or 15.5% over the first quarter of 2013. Our productivity metrics were affected by both the severe winter weather and the cost to train our new employees. P&D shipments per hour and P&D stops per hour were down 0.5% and 1.3%, respectively. Platform pounds per hour and platform shipments per hour were down 4.0% and 5.0%, respectively. However, our our overall salary and wages remained consistent as a percent of revenue at 37.4% between the periods compared.

The 14.7% increase in our benefit costs over the first quarter of 2013 was primarily due to a $4.5 million, or 18.5%, increase in our group health and group dental costs. We experienced increases in both the average cost of each claim and the number of claims filed between the comparable periods. A portion of the increase in these costs was attributable to the 2010 Patient Protection and Affordable Care Act and, therefore, we may experience similar cost increases in future periods. In addition, we enhanced our vacation policy for employees in the third quarter of 2013, which, combined with the increase in headcount, led to a comparable-quarter increase of $2.4 million in our employee paid time off benefits.

Operating supplies and expenses increased $10.6 million, or 11.1% over the first quarter of 2013. Diesel fuel, excluding fuel taxes, represents the largest component of operating supplies and expenses, and its cost can vary based on both consumption and average price per gallon. Our LTL intercity miles increased 11.8% in the first quarter of 2014 as compared to 2013, while our diesel fuel consumption increased only 8.4% during that same period. Our consumption trends continued to improve primarily due to certain operational initiatives to increase our average miles per gallon and the increased use of new fuel-efficient equipment. We also experienced a 1.2% decrease in our average price per gallon from the first quarter of 2013. As a result, fuel costs increased $4.4 million, or 6.6%, over the prior-year comparable quarter, which compares favorably with the increases in our revenue, tonnage and mileage for these periods. Additionally, the severe winter weather we experienced in 2014 contributed to an increase in vehicle repairs and weather-related expenses such as snow removal and vehicle recovery.

Depreciation and amortization expense remained at 5.5% of revenue in the first quarter of 2014 and 2013; however, expense increased $4.3 million over the first quarter of 2013. The increase in expense was primarily due to additional depreciation recorded on the tractors and trailers purchased as part of our 2013 and 2014 capital expenditure plans. Our capital expenditure plan for 2014 is projected to be higher than 2013, and we expect depreciation costs to increase in future periods as a result. While our investments can increase costs in the short term, we believe these investments are necessary to support our current demand and long-term growth initiatives.

Purchased transportation expense increased $5.8 million, or 24.8% in the first quarter of 2014 as compared to the first quarter of 2013. Our purchased transportation expense is primarily related to our use of third-party transportation providers to support our container drayage, truckload brokerage and international freight forwarding operations. Growth in these services has resulted in an increase in our purchased transportation costs for 2014. To a lesser extent, we utilize purchased transportation in our LTL operations, consisting primarily of rail and truckload providers, to maximize the efficient movement of freight between our service centers.

Miscellaneous expenses, net, increased $2.5 million over the first quarter of 2013. A portion of this increase was due to additional bad debt expense that resulted from the overall growth in our revenue and accounts receivable balances.

Our effective tax rate generally exceeds the federal statutory rate of 35% due to the impact of state taxes, and, to a lesser extent, certain other non-deductible items. For the three months ended March 31, 2014, our effective tax rate was 40.6% as compared to 36.1% for the same period in 2013. The increase in our effective tax rate was due to the expiration of favorable tax credits for the use of alternative fuels provided by the American Taxpayer Relief Act of 2012 enacted in the first quarter of 2013 and other discrete tax adjustments for the three months ended March 31, 2014.

Liquidity and Capital Resources

A summary of our cash flows is presented below:

(In thousands)	Three Months Ended March 31, 2014	2013
Cash and cash equivalents at beginning of period	**$ 30,174**	$ 12,857
Cash flows provided by (used in):		
Operating activities	**99,568**	63,534
Investing activities	**(77,783)**	(26,134)
Financing activities	**(10,715)**	(21,074)
Increase in cash and cash equivalents	**11,070**	16,326
Cash and cash equivalents at end of period	**$ 41,244**	$ 29,183

The change in our cash flows provided by operating activities was primarily due to various fluctuations in certain working capital accounts and the increase of $5.3 million in net income from the first quarter of 2013. In addition, depreciation and amortization expenses increased $4.3 million as compared to the first quarter of 2013 due to the ongoing execution of our 2013 and 2014 capital expenditure plans.

The changes in our cash flows used in investing activities are primarily due to fluctuations in our capital expenditure plans as well as the timing of these expenditures during the year. The changes in our capital expenditure plans are more fully described below in "Capital Expenditures."

The change in our cash flows used in financing activities consists primarily of scheduled principal payments under our long-term debt agreements and fluctuations in our senior unsecured revolving line of credit.

We have three primary sources of available liquidity: cash and cash equivalents, cash flows from operations and available borrowings under our senior unsecured revolving credit agreement, which is described below. We believe we also have sufficient access to debt and equity markets to provide other sources of liquidity, if needed.

Capital Expenditures

The table below sets forth our capital expenditures for property and equipment, including capital assets obtained through capital leases, for the three-month period ended March 31, 2014 and the years ended December 31, 2013, 2012 and 2011:

(In thousands)	March 31, 2014	December 31, 2013	2012	2011
Land and structures	**$ 21,862**	$ 126,424	$ 143,701	$ 73,463
Tractors	**12,332**	59,317	113,257	69,837
Trailers	**22,415**	70,042	83,405	62,326
Technology	**17,736**	15,032	13,950	24,767
Other	**5,473**	31,391	19,974	28,945
Proceeds from sales	**(2,035)**	(11,235)	(12,018)	(5,436)
Total	**$ 77,783**	$ 290,971	$ 362,269	$ 253,902

Our capital expenditure requirements are generally based upon the projected increase in the number and size of our service center facilities to support our plans for long-term growth, our planned tractor and trailer replacement cycle and forecasted tonnage growth. These requirements can vary from year to year depending upon our needs for and the availability of property and equipment.

We currently estimate capital expenditures will be approximately $367.0 million for the year ending December 31, 2014. Approximately $132.0 million is allocated for the purchase of service center facilities, construction of new service center facilities or expansion of existing service center facilities, subject to the availability of suitable real estate and the timing of construction projects; approximately $188.0 million is allocated for the purchase of tractors, trailers and other equipment; and approximately $47.0 million is allocated for investments in technology and other assets. We expect to fund these capital expenditures primarily through cash flows from operations, our existing cash and cash equivalents and the use of our senior unsecured revolving credit facility, if needed. We believe our current sources of liquidity will be sufficient to satisfy our expected capital expenditures.

Financing Agreements

We have three outstanding unsecured senior note agreements with an aggregate amount outstanding of $180.7 million and $191.4 million at March 31, 2014 and December 31, 2013, respectively. These notes call for periodic principal payments with maturities that range from 2015 to 2021, of which $35.7 million is due in the next twelve months. Interest rates on these notes are fixed and range from 4.00% to 5.85%. The weighted average interest rate on our outstanding senior note agreements was 5.00% and 4.99% at March 31, 2014 and December 31, 2013, respectively.

We have a five-year, $200.0 million senior unsecured revolving credit facility pursuant to the terms of a second amended and restated credit agreement dated August 10, 2011 (the “Credit Agreement”), with Wells Fargo Bank, National Association (“Wells Fargo”) serving as administrative agent for the lenders. Of the $200.0 million line of credit commitments, $150.0 million may be used for letters of credit and $20.0 million may be used for borrowings under the Wells Fargo Sweep Plus Loan Program. We utilize the sweep program to manage our daily cash needs, as the sweep program automatically initiates borrowings to cover overnight cash requirements up to an aggregate of $20.0 million. In addition, we have the right to request an increase in the line of credit commitments up to a total of $300.0 million in minimum increments of $25.0 million.

The amounts outstanding and available borrowing capacity under the Credit Agreement are presented below:

(In thousands)	March 31, 2014	December 31, 2013
Facility limit	**$ 200,000**	$ 200,000
Line of credit borrowings	**—**	—
Outstanding letters of credit	**(59,686)**	(57,686)
Available borrowing capacity	**$ 140,314**	$ 142,314

With the exception of borrowings pursuant to the Credit Agreement, interest rates are fixed on all of our debt instruments. Therefore, short-term exposure to fluctuations in interest rates is limited to our line of credit facility. We do not currently use interest rate derivative instruments to manage exposure to interest rate changes.

Our Credit Agreement limits the amount of dividends that could be paid to shareholders during a fiscal year to the greater of (i) $20.0 million; (ii) the amount of dividends paid in the immediately preceding fiscal year, or (iii) an amount equal to 25% of net income from the immediately preceding fiscal year. We did not declare or pay a dividend on our common stock in the first three months of 2014, and we have no current plans to declare or pay a dividend during the remainder of 2014.

A significant decrease in demand for our services could limit our ability to generate cash flow and could affect profitability. Most of our debt agreements have covenants that require stated levels of financial performance, which if not achieved could cause acceleration of the payment schedules. As of March 31, 2014, we were in compliance with these covenants. We do not anticipate a significant decline in business levels or financial performance that would cause us to violate any such covenants in the future, and we believe the combination of our existing Credit Agreement along with our additional borrowing capacity will be sufficient to meet foreseeable seasonal and long-term capital needs.

Critical Accounting Policies

In preparing our condensed financial statements, we applied the same critical accounting policies as described in our Annual Report on Form 10-K for the year ended December 31, 2013 that affect judgments and estimates of amounts recorded for certain assets, liabilities, revenue and expenses.

Seasonality

Our tonnage levels and revenue mix are subject to seasonal trends common in the motor carrier industry, although other factors, such as changes in the economy, could cause variation in these trends. Operating margins in the first quarter are normally lower due to reduced shipments during the winter months. Harsh winter weather or natural disasters, such as hurricanes, tornados and floods, can also adversely impact our performance by reducing demand and increasing operating expenses. Freight volumes typically build to a peak in the third or early fourth quarter, which generally results in improved operating margins for those periods. We believe seasonal trends will continue to impact our business.

Environmental Regulation

We are subject to various federal, state and local environmental laws and regulations that govern, among other things: the emission and discharge of hazardous materials into the environment; the presence of hazardous materials at our properties or in our vehicles; fuel storage tanks; the transportation of certain materials; and the discharge or retention of storm water. Under certain environmental laws, we could also be held responsible for any costs relating to contamination at our past or present facilities and at third-party waste disposal sites, as well as costs associated with clean-up for accidents involving our vehicles. We do not believe that the cost of future compliance with current environmental laws or regulations will have a material adverse effect on our operations, financial condition, competitive position or capital expenditures for the remainder of fiscal year 2014 or fiscal year 2015. However, future changes to laws or regulations may adversely affect our operations and could result in unforeseen costs to our business.

Forward-Looking Information

Forward-looking statements appear in this report, including, but not limited to, “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 us. These forward-looking statements include, but are not limited to, statements relating to our goals, strategies, expectations, competitive environment, regulation, availability of resources, future events and future financial performance. Such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements typically can be identified by such words as “anticipate,” “estimate,” “forecast,” “project,” “intend,” “expect,” “believe,” “should,” “could,” “may” or other similar words or expressions. We caution readers that such forward-looking statements involve risks and uncertainties, including, but not limited to, the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2013 and in other reports and statements that we file with the SEC. Such forward-looking statements involve risks and uncertainties that could cause actual events or results to differ materially from those expressed or implied herein, including, but not limited to, the following:

- the competitive environment with respect to industry capacity and pricing, including the use of fuel surcharges, such that our total overall pricing is sufficient to cover our operating expenses;
- our ability to collect fuel surcharges and the effectiveness of those fuel surcharges in mitigating the impact of fluctuating prices for fuel and other petroleum-based products;
- the negative impact of any unionization, or the passage of legislation or regulations that could facilitate unionization, of our employees;
- the challenges associated with executing our growth strategy, including the inability to successfully consummate and integrate any acquisitions;
- changes in our goals and strategies, which are subject to change at any time at our discretion;
- various economic factors such as economic recessions and downturns in customers' business cycles and shipping requirements;
- increases in driver compensation or difficulties attracting and retaining qualified drivers to meet freight demand;
- our exposure to claims related to cargo loss and damage, property damage, personal injury, workers' compensation, group health and group dental, including increased premiums, adverse loss development, increased self-insured retention levels, and claims in excess of insured coverage levels;
- potential cost increases associated with healthcare legislation;
- the availability and cost of capital for our significant ongoing cash requirements;
- the availability and cost of new equipment and replacement parts, including regulatory changes and supply constraints that could impact the cost of these assets;
- decreases in demand for, and the value of, used equipment;

- the availability and cost of diesel fuel;
- the costs and potential liabilities related to compliance with, or violations of, existing or future governmental laws and regulations, including environmental laws, engine emissions standards, hours-of-service for our drivers, driver fitness requirements and new safety standards for drivers and equipment;
- the costs and potential liabilities related to litigation and governmental proceedings;
- various risks arising from our international business operations and relationships;
- the costs and potential adverse impact of non-compliance with rules issued by the Federal Motor Carrier Safety Administration, including its Compliance, Safety, Accountability (“CSA”) initiative;
- seasonal trends in the less-than-truckload industry, including harsh weather conditions;
- our dependence on key employees;
- the concentration of our stock ownership with the Congdon family;
- the costs and potential adverse impact associated with future changes in accounting standards or practices;
- the impact of potential disruptions to our information technology systems or our service center network;
- damage to our reputation from the misuse of social media;
- dilution to existing shareholders caused by any issuance of additional equity; and
- other risks and uncertainties described in our most recent Annual Report on Form 10-K and other filings with the SEC.

Our forward-looking statements are based upon our beliefs and assumptions using information available at the time the statements are made. We caution the reader not to place undue reliance on our forward-looking statements (i) as these statements are neither a prediction nor a guarantee of future events or circumstances and (ii) the assumptions, beliefs, expectations and projections about future events may differ materially from actual results. We undertake no obligation to publicly update any forward-looking statement to reflect developments occurring after the statement is made, except as otherwise required by law.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Market risk represents the risk of loss that may impact our financial position, results of operations and cash flows due to adverse changes in financial market prices and rates.

We are exposed to interest rate risk directly related to loans, if any, under our Credit Agreement, which have variable interest rates. A 100 basis point increase in the average interest rate on this agreement would have no material effect on our operating results. We have established policies and procedures to manage exposure to market risks and use major institutions that we believe are creditworthy to minimize credit risk.

We are exposed to market risk for equity investments relating to Company-owned life insurance contracts on certain employees. Variable life insurance contracts expose us to fluctuations in equity markets; however, we utilize a third-party to manage these assets and minimize that exposure.

We are exposed to market risk for awards granted under our employee and director phantom stock plans. The liability for the unsettled outstanding awards is remeasured at the end of each reporting period based on the closing price of our common stock at that date.

We are also exposed to commodity price risk related to petroleum-based products, including diesel fuel, and manage our exposure to this risk primarily through the application of fuel surcharges.

For further discussion related to market risk, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in Item 2 of this report.

Item 4. Controls and Procedures

a) Evaluation of disclosure controls and procedures

As of the end of the period covered by this quarterly report, our management, with the participation of our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), conducted an evaluation of the effectiveness of our disclosure controls and procedures in accordance with Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based on the evaluation of our disclosure controls and procedures as of the end of the period covered by this quarterly report, our CEO and CFO concluded that, as of such date, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is (a) accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure, and (b) recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms.

b) Changes in internal control over financial reporting

There were no changes in our internal control over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are involved in various legal proceedings and claims that have arisen in the ordinary course of our business that have not been fully adjudicated, and some of these are covered in whole or in part by insurance. Our management does not believe that these actions, when finally concluded and determined, will have a material adverse effect upon our financial position, results of operations or cash flows.

Item 1A. Risk Factors

In addition to the other information set forth in this report and in our other reports and statements that we file with the SEC, including our quarterly reports on Form 10-Q, careful consideration should be given to the factors discussed in Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2013, which could materially affect our business, financial condition and future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and operating results.

Item 6. Exhibits

Exhibit No.	Description
10.18.8	Non-Executive Director Compensation Structure, effective January 1, 2014
10.18.9	2014 Declaration Of Amendment to Old Dominion Freight Line, Inc. Director Phantom Stock Plan
31.1	Certification Pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification Pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.1	2013 Selected LTL Operating Statistics
101	The following financial information from our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, filed on May 6, 2014, formatted in XBRL (eXtensible Business Reporting Language) includes: (i) the Condensed Balance Sheets at March 31, 2014 and December 31, 2013, (ii) the Condensed Statements of Operations for the three months ended March 31, 2014 and 2013, (iii) the Condensed Statements of Cash Flows for the three months ended March 31, 2014 and 2013, and (iv) the Notes to the Condensed Financial Statements

Our SEC file number reference for documents filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended, is 0-19582.

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, 2014	/s/ J. WES FRYE J. Wes Frye Senior Vice President – Finance and Chief Financial Officer (Principal Financial Officer)
DATE: May 6, 2014	/s/ JOHN P. BOOKER, III John P. Booker, III Vice President - Controller (Principal Accounting Officer)

EXHIBIT INDEX
TO QUARTERLY REPORT ON FORM 10-Q

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Our SEC file number reference for documents filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended, is 0-19582.

EXHIBIT 10.18.8

OLD DOMINION FREIGHT LINE, INC.
NON-EXECUTIVE DIRECTOR COMPENSATION STRUCTURE
EFFECTIVE DATE – JANUARY 1, 2014

Director Role	Annual Retainer Amount	Annual Phantom Stock Grant Amount
Member (all non-executive directors)	$75,000	$80,000
Lead Independent Director (1)	20,000	—
Audit Committee Chairman (1)	20,000	—
Compensation Committee Chairman (1)	10,000	—
Governance and Nomination Committee Chairman (1)	10,000	—

(1) Each non-executive Chairman of a Board Committee and the Lead Independent Director receives this annual retainer in addition to the $75,000 annual retainer paid to all non-executive directors.

EXHIBIT 10.18.9

2014 DECLARATION OF AMENDMENT TO
OLD DOMINION FREIGHT LINE, INC. DIRECTOR PHANTOM STOCK PLAN

THIS 2014 DECLARATION OF AMENDMENT, is made effective as of the 20th day of February, 2014, by Old Dominion Freight Line, Inc. (the "Company"), to the Company's Director Phantom Stock Plan, as amended through April 1, 2011 (the "Plan").

R E C I T A L S:

WHEREAS, the Board of Directors of the Company has deemed it advisable to amend Section 6.1(a) of the Plan to increase the value of annual phantom stock awards granted to eligible directors under the Plan; and

WHEREAS, the Company desires to evidence such amendment by this Declaration of Amendment.

NOW, THEREFORE, IT IS DECLARED that upon approval of this Declaration of Amendment by the Board of Directors effective February 20, 2014, the Plan shall be and hereby is amended as follows:

1. Amendment to Section 6.1. Section 6.1(a) ("Grant of Awards – Annual Awards") of the Plan is hereby amended by deleting in its entirety Section 6.1(a) of the Plan in its current form and substituting therefor the following:

(a) Annual Awards: On the fifth business day following the date of each annual meeting of the shareholders of the Company, commencing with the 2014 annual meeting of shareholders, each Eligible Director shall be granted an Annual Award for such number of shares of Phantom Stock as is equal to (i) $80,000, divided by (ii) the Fair Market Value of a share of Common Stock on the Grant Date, rounded down to the next lowest whole number.

2. Continued Effect. Except as set forth herein, the Plan shall be unchanged and shall remain in full force and effect.

IN WITNESS WHEREOF, this Declaration of Amendment is executed on behalf of Old Dominion Freight Line, Inc. effective as of the day and year first above written.

OLD DOMINION FREIGHT LINE, INC.

BY: /s/ David S. Congdon

David S. Congdon
President and
Chief Executive Officer

ATTEST:

/s/ Ross H. Parr
Ross H. Parr
Secretary

[Corporate Seal]

EXHIBIT 31.1

CERTIFICATION

I, David S. Congdon, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Old Dominion Freight Line, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 6, 2014

/s/ DAVID S. CONGDON
President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, J. Wes Frye, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Old Dominion Freight Line, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 6, 2014

/s/ J. WES FRYE

Senior Vice President - Finance and
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

I, David S. Congdon, state and attest that:

(1) I am the President and Chief Executive Officer of Old Dominion Freight Line, Inc. (the "Issuer").

(2) Accompanying this certification is the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 (the "Quarterly Report"), a periodic report filed by the Issuer with the Securities and Exchange Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which contains financial statements.

(3) I hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- The Quarterly Report containing the financial statements fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act, and
- The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Issuer for the periods presented.

/s/ DAVID S. CONGDON

Name: David S. Congdon
Date: May 6, 2014

EXHIBIT 32.2

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

I, J. Wes Frye, state and attest that:

(1) I am the Senior Vice President – Finance and Chief Financial Officer of Old Dominion Freight Line, Inc. (the "Issuer").

(2) Accompanying this certification is the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 (the "Quarterly Report"), a periodic report filed by the Issuer with the Securities and Exchange Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which contains financial statements.

(3) I hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- The Quarterly Report containing the financial statements fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act, and
- The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Issuer for the periods presented.

/s/ J. WES FRYE

Name: J. Wes Frye
Date: May 6, 2014

Old Dominion Freight Line, Inc.
2013 Selected LTL Statistics

Selected LTL operating statistics for Old Dominion Freight Line, Inc. are presented in "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in Item 2 of this Form 10-Q. The LTL operating statistics for the 2013 quarterly and annual periods are provided for comparative purposes in the table below.

	Quarter				
	First	**Second**	**Third**	**Fourth**	**Annual**
LTL intercity miles (*in thousands*)	99,766	108,182	111,566	110,195	429,709
LTL tons (*in thousands*)	1,475	1,622	1,640	1,588	6,325
LTL shipments (*in thousands*)	1,845	2,032	2,079	1,986	7,942
Revenue per hundredweight	$ 17.71	$ 17.70	$ 18.32	$ 18.03	$ 17.95
Revenue per hundredweight, excluding fuel surcharges	$ 14.68	$ 14.80	$ 15.30	$ 15.10	$ 14.98