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 June 30, 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 August 4, 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>

	Three Months Ended		Six Months Ended	
(In thousands, except share and per share data)	June 30, 1999 (Unaudited)	June 30, 1998 (Unaudited)	June 30, 1999 (Unaudited)	June 30, 1998 (Unaudited)
<S>	<C>	<C>	<C>	<C>
Revenue from operations	$ 106,195	$95,640	$ 205,541	$ 184,334

Operating expenses:				
Salaries, wages and benefits	64,444	56,253	125,322	109,527
Purchased transportation	3,327	4,266	6,646	8,421
Operating supplies and expenses	8,570	8,014	16,581	15,748
Depreciation and amortization	6,303	5,152	12,617	9,817
Building and office equipment rents	1,829	1,780	3,683	3,578
Operating taxes and licenses	4,478	4,094	8,904	7,841
Insurance and claims	2,398	2,866	4,946	5,754
Communications and utilities	1,783	1,706	3,708	3,391
General supplies and expenses	4,236	3,834	7,991	7,563
Miscellaneous expenses	1,124	897	1,952	1,827
Total operating expenses	98,492	88,862	192,350	173,467
Operating income	7,703	6,778	13,191	10,867
Other deductions:				
Interest expense, net	829	960	2,090	1,873
Other (income) expense, net	(4)	85	241	176
Total other deductions	825	1,045	2,331	2,049
Income before income taxes	6,878	5,733	10,860	8,818
Provision for income taxes	2,614	2,179	4,127	3,351
Net income	$ 4,264	$ 3,554	$ 6,733	$ 5,467
Basic and diluted earnings per share:	$ 0.51	$ 0.43	$ 0.81	$ 0.66
Weighted average shares outstanding:				
Basic	8,312,196	8,312,108	8,312,196	8,311,352
Diluted	8,315,254	8,329,460	8,315,156	8,327,669

</TABLE>

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

OLD DOMINION FREIGHT LINE, INC.
CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)	June 30, 1999 (Unaudited)	December 31, 1998 (Audited)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 645	$ 659
Customer receivables, less allowances of $5,855 and $5,702, respectively	49,891	48,612
Other receivables	908	2,567
Tires on equipment	6,170	6,325
Prepaid expenses	4,357	9,413
Deferred income taxes	2,213	2,213
Total current assets	64,184	69,789
Property and equipment:		
Revenue equipment	173,945	172,783
Land and structures	54,460	51,803
Other equipment	33,568	27,739
Leasehold improvements	4,241	4,144

Total property and equipment	266,214	256,469
Less accumulated depreciation and amortization	(107,122)	(97,471)
Net property and equipment	159,092	158,998
Other assets	14,470	13,012
Total assets	$ 237,746	$ 241,799

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

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

(In thousands, except share data)	June 30, 1999 (Unaudited)	December 31, 1998 (Audited)
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 15,316	$ 21,350
Compensation and benefits	15,353	8,929
Claims and insurance accruals	12,166	11,961
Other accrued liabilities	2,355	2,649
Income taxes payable	242	499
Current maturities of long-term debt	11,753	9,093
Total current liabilities	57,185	54,481
Long-term debt	46,385	61,496
Other non-current liabilities	10,501	9,636
Deferred income taxes	20,305	19,549
Total long-term liabilities	77,191	90,681
Stockholders' equity:		
Common stock - $.10 par value, 25,000,000 shares authorized, 8,312,196 shares outstanding	831	831
Capital in excess of par value	23,907	23,907
Retained earnings	78,632	71,899
Total stockholders' equity	103,370	96,637
Commitments and contingencies	-	-
Total liabilities and stockholders' equity	$237,746	$241,799

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

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

(In thousands)	Six Months Ended June 30, 1999 (Unaudited)	1998 (Unaudited)
Cash flows from operating activities:		
Net income	$ 6,733	$ 5,467
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	12,617	9,817
Deferred income taxes	756	1,675
Loss (gain) on sale of property and equipment	149	(6)
Changes in assets and liabilities:		
Customer and other receivables, net	380	(4,075)
Tires on equipment	155	(277)
Prepaid expenses and other assets	4,471	2,437
Accounts payable	(6,034)	(6)
Compensation, benefits and other accrued liabilities	6,130	4,271
Claims and insurance accruals	666	1,885
Income taxes payable	(257)	46
Other liabilities	404	143
Net cash provided by operating activities	26,170	21,377
Cash flows from investing activities:		
Acquisition of business assets, net	(1,100)	(1,670)
Purchase of property and equipment	(14,527)	(27,612)
Proceeds from sale of property and equipment	1,894	573
Net cash used by investing activities	(13,733)	(28,709)
Cash flows from financing activities:		
Proceeds from issuance of long-term debt	-	20,990
Principal payments under long-term debt agreements	(4,766)	(2,211)
Net payments on revolving line of credit	(7,685)	(6,730)
Proceeds from conversion of stock options	-	16
Net cash (used in) provided by financing activities	(12,451)	12,065
(Decrease) increase in cash and cash equivalents	(14)	4,733
Cash and cash equivalents at beginning of period	659	674
Cash and cash equivalents at end of period	$ 645	$ 5,407

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 June 30, 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.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations for the Three Months and Six Months Ended June 30, 1999, Compared to the Three Months and Six Months Ended June 30, 1998

Expenses as a Percentage of Revenue from Operations

<TABLE>
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	Three Months Ended June 30,		Six Months Ended June 30,	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Revenue from operations	100.0%	100.0%	100.0%	100.0%
Operating expenses:				
Salaries, wages and benefits	60.7	58.8	61.0	59.4
Purchased transportation	3.1	4.5	3.2	4.6
Operating supplies and expenses	8.1	8.4	8.1	8.5
Depreciation and amortization	5.9	5.4	6.1	5.3
Building and office equipment rents	1.7	1.9	1.8	1.9
Operating taxes and licenses	4.2	4.3	4.3	4.3
Insurance and claims	2.3	3.0	2.4	3.1
Communications and utilities	1.7	1.8	1.8	1.8
General supplies and expenses	4.0	4.0	3.9	4.1
Miscellaneous expenses	1.0	0.8	1.0	1.1

Total operating expenses	92.7	92.9	93.6	94.1
Operating income	7.3	7.1	6.4	5.9
Interest expense, net	.8	1.0	1.0	1.0
Other expense, net	-	0.1	0.1	0.1
Income before income taxes	6.5	6.0	5.3	4.8
Provision for income taxes	2.5	2.3	2.0	1.8
Net income	4.0%	3.7%	3.3%	3.0%

</TABLE>

RESULTS OF OPERATIONS

Three Months Ended June 30, 1999, Compared to Three Months Ended June 30, 1998

Net revenue for the second quarter of 1999 was $106,195,000, an increase of 11.0%, compared to $95,640,000 for the second quarter of 1998. Less than truckload ("LTL") tonnage increased 7.2% during the quarter while LTL shipments increased 4.9%. These increases were achieved primarily through the Company's continuing focus in 1999 to build market share in existing areas of operation. This strategy allows the Company to achieve its revenue growth objectives without significant additional investments in property and equipment while also achieving operating synergies that improve profitability.

Average revenue per LTL shipment increased 6.4% to $124.92 in the current quarter from $117.46 for the same quarter in 1998. This increase was due to a 4.1% increase in LTL revenue per hundredweight to $11.67 from $11.21 combined with a 2.3% increase in LTL weight per shipment to 1,071 lbs. from 1,047 lbs. The Company's average length of haul decreased 2.2% to 838 miles per shipment from 857 in the second quarter of 1998. Generally, an increase in LTL weight per shipment and a decrease in the average length of haul would result in a reduction of LTL revenue per hundredweight; however, the Company was able to improve its overall pricing by identifying and improving its rates on marginal and unprofitable traffic. The decrease in average length of haul was a result of higher growth in the Company's regional markets compared to its longer haul inter-regional markets. In the second quarter of 1999, regional traffic accounted for 30% of total revenue compared to 28% in the second quarter of 1998.

Operating expenses as a percentage of net revenue, the operating ratio, decreased to 92.7% for the second quarter of 1999 from 92.9% for the same period of 1998. This improvement was due primarily to decreases in purchased transportation, insurance and claims expense and operating supplies and expenses as a percent of revenue. Combined, these costs decreased to 13.5% of revenue compared to 15.9% for the same quarter of 1998. While the operating ratio improved, the Company experienced increases in salaries, wages and benefits and depreciation and amortization which, when combined, increased to 66.6% of revenue from 64.2%

Purchased transportation decreased to 3.1% from 4.5% of revenue due to a 49.9% decrease in cartage expense, which is third party local pickup and delivery service. The expansion of the service center network to 92 service centers by the second quarter of 1999 from 84 in the second quarter of 1998 allowed the Company to serve more customers directly. Many of these new facilities were opened in geographic areas where the Company frequently used outside purchased transportation to supplement its direct service. In addition, by increasing market share in existing areas of operation, the Company was able to economically justify the expansion of its direct service to certain remote delivery points in its existing network.

Insurance and claims expense was reduced to 2.3% from 3.0% of revenue due to significant reductions in cargo claims expense and to reductions in excess premiums for cargo, bodily injury and property damage. Operating supplies and expenses decreased to 8.1% from 8.4% of revenue due to incremental reductions in various equipment maintenance and linehaul costs.

While replacing purchased transportation with direct service generally improves transit times, it also increases certain expenses such as direct labor and equipment costs. Salaries and wages increased to 48.5% from 47.5% of revenue while benefits increased to 12.2% from 11.3% of revenue. The increase in benefits is a result of higher group health and workers compensation claims expense in the second quarter of 1999 over the prior year period.

Depreciation and amortization expense increased to 5.9% of revenue from 5.4% for the same quarter of 1998. The increase in depreciation was due primarily to capital expenditures for tractors, trailers and investments in information systems.

Net interest expense was .8% of revenue for the second quarter of 1999 compared to 1.0% for the same period of 1998. Interest expense decreased to 1.0% from 1.1% due to a reduction in average outstanding debt between the comparable quarters and interest income increased to .2% from .1%.

Net income was $4,264,000 for the quarter, an increase of 20.0%, compared to $3,554,000 for the same quarter of the previous year. The effective tax rate was 38.0% for both periods.

Six Months Ended June 30, 1999, Compared to Six Months Ended June 30, 1998

Net revenue for the six months ended June 30, 1999, was $205,541,000, an increase of 11.5%, compared to $184,334,000 for the same period of 1998. LTL tonnage increased 8.0% due to a 6.2% increase in LTL shipments and a 1.6% increase in LTL weight per shipment. These increases in revenue and tonnage have been consistent with the Company's growth strategy to increase market share in its existing geographic area of operations and service center network. This growth strategy was complemented with the acquisition of certain assets of Fredrickson Motor Express, Goggin Truck Line and Skyline Transportation in January 1998, August 1998 and January 1999, respectively. These companies conducted LTL operations primarily in the southeastern United States, an area the Company has served for over 65 years.

Average revenue per LTL shipment for the first six months of 1999 increased 5.3% to $125.06 from $118.72 for the comparable period of 1998. This increase was due to a 3.6% increase in LTL revenue per hundredweight to $11.63 from $11.23 and a 1.6% increase in LTL weight per shipment. The increase in LTL revenue per shipment was achieved although the Company's average length of haul decreased 1.6% to 838 miles from 852, a trend that generally lowers revenue per shipment. The reduction in average length of haul is due to the growth of the Company's regional, or shorter haul, business.

Operating expenses as a percentage of net revenue, the operating ratio, in the first half of 1999 improved to 93.6% compared with 94.1% for the first half of 1998. By focusing on growth within its existing geographic service center network, the Company was able to replace outside purchased transportation with direct service by Company personnel and equipment. As a result, salaries, wages and benefits increased to 61.0% of revenue from 59.4% for the prior year comparable period. A portion of that increase was due to an increase in group health expenses to 3.3% of revenue from 2.6%. Depreciation and amortization expense increased to 6.1% of revenue from 5.3% primarily due to increases in the Company's equipment fleet and to investments in information systems.

These increased expenses were offset by decreases in purchased transportation and insurance and claims expense, which improved on a combined basis to 5.6% of revenue from 7.7%. Purchased transportation decreased due to a reduction in cartage expense, or outside local pickup and delivery services, to 1.1% of revenue from 2.6%. Revenue growth in existing areas of operation and the opening and operation of eight additional service centers after the second quarter of 1998 allowed the Company to provide more direct service to its customers. The Company intends to continue this trend of reducing purchased transportation, which generally results in improvements in on-time service and profitability.

Insurance and claims expense decreased to 2.4% of revenue from 3.1% due to reductions in cargo claims, bodily injury and property damage expense. The Company maintains an ongoing focus on cargo claims prevention and provides extensive safety training to its employees to ensure accidents and losses are kept at a minimum.

During the first six months of 1999, the Company also benefited from reductions in operating supplies and expenses, general supplies and expenses, building and office equipment rents and miscellaneous expenses which as a group were 14.8% of revenue as compared to 15.6% for the previous comparable period. These reductions reflect the strategy of leveraging the Company's assets to provide for more efficient and profitable operations.

Net interest expense was 1.0% of revenue for the first six months of 1999 and 1998. While outstanding debt actually decreased by $1,212,000 at mid-year 1999 from mid-year 1998, the average amount outstanding during the first six months of 1999 was higher. The Company anticipates both its outstanding debt and related interest expense will increase slightly in the remaining half of 1999 as it executes a significant portion of its capital budget for upgrades to its service centers and equipment fleet.

Net income was $6,733,000 for the six months ended June 30, 1999, an increase of 23.2%, compared to $5,467,000 for the same six-month period the previous year. 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 $13,733,000 during the first half of 1999. Cash flows generated internally were sufficient to fund 100% of the required capital expenditures through the second quarter of the year. At June 30, 1999, long-term debt including current maturities decreased to $58,138,000 from $70,589,000 at December 31, 1998.

The Company estimates capital expenditures to be approximately $48,000,000 to $53,000,000 for the year ending December 31, 1999. Of that, approximately $28,000,000 will be used for purchases of larger replacement service centers or expansion of existing service centers, approximately $16,000,000 will be used to purchase revenue equipment, approximately $4,000,000 will be used for investments in technology and the remaining balance will be used to purchase 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 half 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 June 30, 1999, there were $625,000 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 99% of that debt has fixed interest rates. The Company does not currently use interest rate derivative instruments to manage exposure to interest rate changes. Also, the Company 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. 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 75% 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 are scheduled to be completed by October 31, 1999.

The Company is currently 65% 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 September 30, 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 as 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 only 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 $15,000 to date in monitoring customer and supplier compliance and expects to incur an additional $5,000 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 $615,000 and the Company may incur an additional $55,000 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. During the second quarter and for the six months ending June 30, 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 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 June 30, 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: August 6, 1999 J. WES FRYE

J. Wes Frye
Sr. V.P. - Finance and Chief
Financial Officer
(Principal Financial Officer)

DATE: August 6, 1999 JOHN P. BOOKER III

John P. Booker III
V.P. - Controller (Principal
Accounting Officer)

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<OTHER-SE> 102,539
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<SALES> 106,195
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<CGS> 0
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<EPS-DILUTED> .51

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