

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person FRYE J WES			2. Issuer Name and Ticker or Trading Symbol OLD DOMINION FREIGHT LINE INC/VA [ODFL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior VP - Finance and CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/29/2004			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O OLD DOMINION FREIGHT LINE, INC, 500 OLD DOMINION WAY			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) THOMASVILLE, NC 27360								
(City) (State) (Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/29/2003		M		3,000	A	\$ 12.6667	4,461 (1)	D	
Common Stock	04/29/2004		S		902	D	\$ 37.25	3,559	D	
Common Stock	04/29/2004		S		100	D	\$ 37.27	3,459	D	
Common Stock	04/29/2004		S		200	D	\$ 37.28	3,259	D	
Common Stock	04/29/2004		S		400	D	\$ 37.30	2,859	D	
Common Stock	04/29/2004		S		100	D	\$ 37.34	2,759	D	
Common Stock	04/29/2004		S		200	D	\$ 37.40	2,559	D	
Common Stock	04/29/2004		S		998	D	\$ 37.42	1,561	D	
Common Stock	04/29/2004		S		100	D	\$ 37.43	1,461	D	
Common Stock								150	I	By wife
Common Stock								425 (2) (3)	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 12.6667 (3)	04/29/2004		M		3,000 (3)		(4)	10/25/2004	Common Stock	3,000 (3)	\$ 0	750	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRYE J WES C/O OLD DOMINION FREIGHT LINE, INC 500 OLD DOMINION WAY THOMASVILLE, NC 27360			Senior VP - Finance and CFO	

Signatures

/s/ J. Wes Frye		04/30/2004
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes 1461 shares (adjusted for stock split) held in IRA, which were included in holdings on Forms 4 prior to 2003 but were not included in Forms 4 filed in 2003.

(2) Adjusted to reflect 3-for-2 stock split on June 4, 2003.

(3) 401(k) holdings were included in Forms 4 filed prior to 2003 but were not listed on Forms 4 filed in 2003.

(4) The option vested and became exercisable in five equal annual installments on October 24 of each of 1995, 1996, 1997, 1998 and 1999.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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