

OLD DOMINION FREIGHT LINE INC/VA
Form SC 13G/A
February 13, 2004

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 12)*

OLD DOMINION FREIGHT LINE, INC.

(Name of Issuer)

Common Stock (par value \$0.10 per share)

(Title of Class of Securities)

679580100

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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

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

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CUSIP No. 679850100

1. Name of Reporting Person

I.R.S. Identification No. of above persons (entities only)

Old Dominion Truck Leasing, Inc.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Virginia

5. Sole Voting Power

NUMBER OF -0- (See Item 4)

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. Sole Dispositive Power

REPORTING

PERSON -0- (See Item 4)

WITH: 8. Shared Dispositive Power

-0- (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

-0-

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

..

11. Percent of Class Represented by Amount in Row 9

0.0%

12. Type of Reporting Person

CO (See Item 4)

CUSIP No. 679580100

1. Name of Reporting Person

I.R.S. Identification No. of above persons (entities only)

Earl E. Congdon

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

NUMBER OF 150,000 (See Item 4)

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 1,055,969 (See Item 4)

EACH 7. Sole Dispositive Power

REPORTING

PERSON 150,000 (See Item 4)

WITH: 8. Shared Dispositive Power

1,055,969 (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,205,969

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

..

11. Percent of Class Represented by Amount in Row 9

7.5%

12. Type of Reporting Person

IN (See Item 4)

CUSIP No. 679580100

1. Name of Reporting Person

I.R.S. Identification No. of above persons (entities only)

Earl E. Congdon Intangibles Trust

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

North Carolina

5. Sole Voting Power

NUMBER OF -0- (See Item 4)

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 993,469 (See Item 4)

EACH 7. Sole Dispositive Power

REPORTING

PERSON -0- (See Item 4)

WITH: 8. Shared Dispositive Power

993,469 (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

993,469

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

..

11. Percent of Class Represented by Amount in Row 9

6.2%

12. Type of Reporting Person

OO (See Item 4)

CUSIP No. 679580100

1. Name of Reporting Person

I.R.S. Identification No. of above persons (entities only)

1998 Earl E. Congdon Family Trust

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Virginia

5. Sole Voting Power

NUMBER OF

-0- (See Item 4)

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

62,500 (See Item 4)

EACH

7. Sole Dispositive Power

REPORTING

PERSON

-0- (See Item 4)

WITH:

8. Shared Dispositive Power

62,500 (See Item 4)

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

62,500

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

..

11. Percent of Class Represented by Amount in Row 9

0.4%

12. Type of Reporting Person

OO (See Item 4)

CUSIP No. 679580100

1. Name of Reporting Person

I.R.S. Identification No. of above persons (entities only)

Earl E. Congdon Grantor Retained Annuity Trust 2003

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Florida

5. Sole Voting Power

NUMBER OF 150,000 (See Item 4)

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. Sole Dispositive Power

REPORTING

PERSON 150,000 (See Item 4)

WITH: 8. Shared Dispositive Power

-0- (See Item 4)

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

150,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

..

11. Percent of Class Represented by Amount in Row 9

0.9%

12. Type of Reporting Person

OO (See Item 4)

CUSIP No. 679580100

1. Name of Reporting Person

I.R.S. Identification No. of above persons (entities only)

John R. Congdon

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

NUMBER OF 1,224,418 (See Item 4)

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 62,500 (See Item 4)

EACH 7. Sole Dispositive Power

REPORTING

PERSON 1,224,418 (See Item 4)

WITH: 8. Shared Dispositive Power

62,500 (See Item 4)

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,286,918

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

..

11. Percent of Class Represented by Amount in Row 9

8.0%

12. Type of Reporting Person

IN (See Item 4)

CUSIP No. 679580100

1. Name of Reporting Person

I.R.S. Identification No. of above persons (entities only)

John R. Congdon Revocable Trust

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Virginia

5. Sole Voting Power

NUMBER OF 1,224,418 (See Item 4)

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. Sole Dispositive Power

REPORTING

PERSON 1,224,418 (See Item 4)

WITH: 8. Shared Dispositive Power

-0- (See Item 4)

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,224,418

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

..

11. Percent of Class Represented by Amount in Row 9

7.6%

12. Type of Reporting Person

OO (See Item 4)

CUSIP No. 679580100

- Item 1. (a) Name of Issuer:
Old Dominion Freight Line, Inc.
- (b) Address of Issuer's Principal Executive Offices:
500 Old Dominion Way
Thomasville, NC 27360
- Item 2. (a) Name of Persons Filing:
- (i) Old Dominion Truck Leasing, Inc.
 - (ii) Earl E. Congdon
 - (iii) Earl E. Congdon Intangibles Trust
 - (iv) 1998 Earl E. Congdon Family Trust
 - (v) Earl E. Congdon Grantor Retained Annuity Trust 2003
 - (vi) John R. Congdon
 - (vii) John R. Congdon Revocable Trust
- (b) Address of Principal Business Office or, if None, Residence:
As to (i), (iv), (vi) and (vii): 7511 Whitepine Road
Richmond, VA 23237
As to (ii) and (v): 20 Harborage Isle
Fort Lauderdale, FL 33316
As to (iii): 500 Old Dominion Way
Thomasville, NC 27360
- (c) Place of Organization or Citizenship:
- (i), (iv) and (vii) Virginia
 - (ii) and (vi) USA
 - (iii) North Carolina
 - (v) Florida
- (d) Title of Class of Securities:
Common Stock (\$0.10 par value)
- (e) CUSIP Number:
679580100

CUSIP No. 679580100

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

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

Item 4. Ownership.

The securities reported herein are beneficially owned by Old Dominion Truck Leasing, Inc. (Leasing), Earl E. Congdon, the Earl E. Congdon Intangibles Trust, the 1998 Earl E. Congdon Family Trust, the Earl E. Congdon Grantor Retained Annuity Trust 2003, John R. Congdon and the John R. Congdon Revocable Trust. The total securities reported is 2,430,387 shares of the Issuer s Common Stock, which constitutes 15.1% of such shares as of December 31, 2003.

As of December 31, 2003, Leasing owns no shares of the Issuer s Common Stock. The voting stock of Leasing is owned by the Earl E. Congdon Intangibles Trust, David Congdon, Trustee (32.4%), the John R. Congdon, Trustee, John R. Congdon Revocable Trust (25.5%) and members of Earl Congdon s and John Congdon s respective families (42.1%). John R. Congdon is Chairman of the Board of Leasing, Earl E. Congdon and John R. Congdon, Jr. are Vice Chairmen of the Board and Jeffrey W. Congdon is President.

As of December 31, 2003, Earl E. Congdon has sole voting and dispositive power with respect to 150,000 shares (0.9%) of the Issuer s Common Stock, all of which shares are held by the Earl E. Congdon Grantor Retained Annuity Trust 2003. He shares voting and dispositive power with respect to the 993,469 shares (6.2%) owned by the Earl E. Congdon Intangibles Trust and with respect to the 62,500 shares (0.4%) owned by the 1998 Earl E. Congdon Family Trust. As of December 31, 2003, Earl E. Congdon s wife beneficially owns directly and indirectly an additional 154,500 shares (1.0%) of the Issuer s Common Stock not included in this Schedule 13G/A, with respect to all of which shares he disclaims beneficial ownership.

As of December 31, 2003, the Earl E. Congdon Intangibles Trust shares voting and dispositive power with respect to 993,469 shares (6.2%) of the Issuer s Common Stock. David S. Congdon is the trustee.

As of December 31, 2003, the 1998 Earl E. Congdon Family Trust has sole voting and dispositive power with respect to 62,500 shares (0.4%) of the Issuer s Common Stock. Because John R. Congdon is the trustee, ownership is reported as shared.

As of December 31, 2003, Earl E. Congdon as trustee and grantor of the Earl E. Congdon Grantor Retained Annuity Trust 2003 has sole voting and dispositive power with respect to 150,000 shares (0.9%) of the Issuer s Common Stock held by the Earl E. Congdon Grantor Retained Annuity Trust 2003.

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As of December 31, 2003, John R. Congdon has sole voting and dispositive power with respect to 1,224,418 shares (7.6%) of the Issuer's Common Stock, all of which shares are held by the John R. Congdon Revocable Trust. He shares voting and dispositive power with respect to the 62,500 shares (0.4%) owned by the 1998 Earl E. Congdon Family Trust, totaling 1,286,918 shares (8.0%) of the Issuer's Common Stock. As of December 31, 2003, John R. Congdon's wife beneficially owns directly and indirectly an additional 2,598 shares

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(0.0%) of the Issuer's Common Stock not included in this Schedule 13G/A, with respect to all of which shares he disclaims beneficial ownership.

As of December 31, 2003, John R. Congdon as trustee and grantor of the John R. Congdon Revocable Trust has sole voting and dispositive power with respect to 1,224,418 shares (7.6%) of the Issuer's Common Stock held by the John R. Congdon Revocable Trust.

(a) Amount beneficially owned:

(i) -0-

(ii) 1,205,969

(iii) 993,469

(iv) 62,500

(v) 150,000

(vi) 1,286,918

(vii) 1,224,418

(b) Percent of class:

(i) 0.0%

(ii) 7.5%

(iii) 6.2%

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(iv) 0.4%

(v) 0.9%

(v) 8.0%

(vi) 7.6%

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

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

(i) -0-

(ii) 150,000

(iii) -0-

(iv) -0-

(v) 150,000

(v) 1,224,418

(vi) 1,224,418

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

(i) -0-

(ii) 1,055,969

(iii) 993,469

(iv) 62,500

(v) -0-

(vi) 62,500

(vii) -0-

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

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- (i) -0-
- (ii) 150,000
- (iii) -0-
- (iv) -0-
- (v) 150,000
- (vi) 1,224,418
- (vii) 1,224,418
- (iv) Shared power to dispose or to direct the disposition of:
 - (i) -0-
 - (ii) 1,055,969
 - (iii) 993,469
 - (iv) 993,469
 - (v) 62,500
 - (vi) -0-
 - (vii) 62,500
 - (viii) -0-

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

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

Not Applicable.

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

See information in Item 4, above.

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

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

See Item 3 and Item 4, above.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and

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are not held in connection with or as a participant in any transaction having that purpose or effect.

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

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

February 10, 2004.

OLD DOMINION TRUCK LEASING, INC.

By: /s/ JOHN R. CONGDON, Chairman

John R. Congdon, Chairman

JOHN R. CONGDON

 /s/ JOHN R. CONGDON

John R. Congdon

EARL E. CONGDON

 /s/ EARL E. CONGDON

Earl E. Congdon

JOHN R. CONGDON REVOCABLE TRUST

By: /s/ JOHN R. CONGDON, Trustee

John R. Congdon, Trustee

EARL E. CONGDON INTANGIBLES TRUST

By: /s/ DAVID S. CONGDON, Trustee

David S. Congdon, Trustee

1998 EARL E. CONGDON FAMILY TRUST

By: /s/ JOHN R. CONGDON, Trustee

John R. Congdon, Trustee

EARL E. CONGDON GRANTOR RETAINED ANNUITY
TRUST 2003

By: /s/ EARL E. CONGDON, Trustee

Earl E. Congdon, Trustee

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JOINT FILING AGREEMENT

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

IN WITNESS WHEREOF, the undersigned hereby execute this agreement on February 10, 2004.

OLD DOMINION TRUCK LEASING, INC.

By: /s/ JOHN R. CONGDON, Chairman

John R. Congdon, Chairman

JOHN R. CONGDON

/s/ JOHN R. CONGDON

John R. Congdon

EARL E. CONGDON

/s/ EARL E. CONGDON

Earl E. Congdon

JOHN R. CONGDON REVOCABLE TRUST

By: /s/ JOHN R. CONGDON, Trustee

John R. Congdon, Trustee

EARL E. CONGDON INTANGIBLES TRUST

By: /s/ DAVID S. CONGDON, Trustee

David S. Congdon, Trustee

1998 EARL E. CONGDON FAMILY TRUST

By: /s/ JOHN R. CONGDON, Trustee

John R. Congdon, Trustee

EARL E. CONGDON GRANTOR RETAINED ANNUITY TRUST 2003

By: /s/ EARL E. CONGDON, Trustee

Earl E. Congdon, Trustee