

OLD DOMINION FREIGHT LINE INC/VA  
Form 8-K  
May 21, 2009

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

May 18, 2009

Old Dominion Freight Line, Inc.

(Exact name of registrant as specified in its charter)

Virginia

0-19582

56-0751714

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

500 Old Dominion Way, Thomasville, North  
Carolina

27360

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(336) 889-5000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 18, 2009, the Board of Directors (the "Board") of Old Dominion Freight Line, Inc. (the "Company") approved an amendment to the Amended and Restated Bylaws of Old Dominion Freight Line, Inc. (the "Bylaws"), effective immediately (the "Amendment"). The Amendment revised Article 2, Section 2 of the Bylaws to provide the Board with more flexibility to determine the time and date of the Company's annual meeting of shareholders.

The foregoing is a summary of the Amendment and is qualified in its entirety by reference to the Amendment and the Bylaws, which are included as Exhibits 3.2.3 and 3.2, respectively, to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No. 3.2 - Amended and Restated Bylaws of Old Dominion Freight Line, Inc.

Exhibit No. 3.2.3 - Amendment to the Amended and Restated Bylaws of Old Dominion Freight Line, Inc.

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**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 hereunto duly authorized.

Old Dominion Freight Line, Inc.

May 21, 2009

By: */s/ John P. Booker, III*

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*Name: John P. Booker, III*

*Title: Vice President - Controller (Principal Accounting Officer)*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
3.2	Amended and Restated Bylaws of Old Dominion Freight Line, Inc.
3.2.3	Amendment to the Amended and Restated Bylaws of Old Dominion Freight Line, Inc.