

OLD DOMINION FREIGHT LINE INC/VA
Form SC 13G/A
December 15, 2003

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

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULES 13d-1(b), (c) AND (d) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)
(Amendment No. 5)*

OLD DOMINION FREIGHT LINE, INC.

(Name of Issuer)

Common Stock (par value \$.10 per share)

(Title of Class of Securities)

679580100

(CUSIP Number)

Check the following box if a fee is being paid with this statement []

*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 (the 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).

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Jeffrey W. Congdon, Custodian for Mark Ross 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 50 (See Item 4)

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. Sole Dispositive Power

REPORTING

PERSON 50 (See Item 4)

WITH 8. Shared Dispositive Power

-0- (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

50

10. Check 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

IN (See Item 4)

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Jeffrey W. 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

USA

5. Sole Voting Power

NUMBER OF 299,601 (See Item 4)

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. Sole Dispositive Power

REPORTING

PERSON 299,601 (See Item 4)

WITH 8. Shared Dispositive Power

-0- (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

299,601

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

..

11. Percent of Class Represented by Amount in Row (9)

2.8%

12. Type of Reporting Person

OO (See Item 4)

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

John R. Congdon Trust for Michael Davis Congdon

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 61,810 (See Item 4)

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. Sole Dispositive Power

REPORTING

PERSON 61,810 (See Item 4)

WITH 8. Shared Dispositive Power

-0- (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

61,810

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

..

11. Percent of Class Represented by Amount in Row (9)

0.6%

12. Type of Reporting Person

OO (See Item 4)

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

John R. Congdon Trust for Peter Whitefield Congdon

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 53,920 (See Item 4)

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. Sole Dispositive Power

REPORTING

PERSON 53,920 (See Item 4)

WITH 8. Shared Dispositive Power

-0- (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

53,920

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

..

11. Percent of Class Represented by Amount in Row (9)

0.5%

12. Type of Reporting Person

OO (See Item 4)

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

John R. Congdon Trust for Mary Evelyn Congdon

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 63,367 (See Item 4)

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. Sole Dispositive Power

REPORTING

PERSON 63,367 (See Item 4)

WITH 8. Shared Dispositive Power

-0- (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

63,367

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

..

11. Percent of Class Represented by Amount in Row (9)

0.6%

12. Type of Reporting Person

OO (See Item 4)

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

John R. Congdon Trust for Hunter Andrew Terry

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 65,635 (See Item 4)

EACH 7. Sole Dispositive Power

REPORTING

PERSON -0- (See Item 4)

WITH 8. Shared Dispositive Power

65,635 (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

65,635

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

..

11. Percent of Class Represented by Amount in Row (9)

0.6%

12. Type of Reporting Person

OO (See Item 4)

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

John R. Congdon Trust for Nathaniel Everett Terry

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 59,486 (See Item 4)

EACH 7. Sole Dispositive Power

REPORTING

PERSON -0- (See Item 4)

WITH 8. Shared Dispositive Power

 59,486 (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

59,486

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

..

11. Percent of Class Represented by Amount in Row (9)

0.6%

12. Type of Reporting Person

OO (See Item 4)

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

John R. Congdon Trust for Kathryn Lawson Terry

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 56,188 (See Item 4)

EACH 7. Sole Dispositive Power

REPORTING

PERSON -0- (See Item 4)

WITH 8. Shared Dispositive Power

 56,188 (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

56,188

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

..

11. Percent of Class Represented by Amount in Row (9)

0.5%

12. Type of Reporting Person

OO (See Item 4)

EXPLANATORY NOTE

This Amendment No. 5 to Statement on Schedule 13G amends and restates, in its entirety, the Amendment No. 4 to Statement on Schedule 13G (Amendment No. 4) originally filed on February 11, 2003 in order to correct certain errors in Amendment No. 4. Jeffrey W. Congdon resigned as Trustee of each of the John R. Congdon Trust for Jeffrey Whitefield Congdon, Jr. and the John R. Congdon Trust for Mark Ross Congdon effective December 31, 2002. As a result, the holdings of the two aforementioned trusts should not have been included in Amendment No. 4. In addition, effective December 31, 2002, Jeffrey W. Congdon became Trustee of each of the John R. Congdon Trust for Michael Davis Congdon, the John R. Congdon Trust for Peter Whitefield Congdon, the John R. Congdon Trust for Mary Evelyn Congdon, the John R. Congdon Trust for Hunter Andrew Terry, the John R. Congdon Trust for Nathaniel Everett Terry and the John R. Congdon Trust for Kathryn Lawson Terry. As a result, the holdings of the six aforementioned trusts should have been included in Amendment No. 4.

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 Person Filing:

- (i) Jeffrey W. Congdon, Custodian for Mark Ross Congdon
- (ii) Jeffrey W. Congdon, Revocable Trust
- (iii) John R. Congdon Trust for Michael Davis Congdon
- (iv) John R. Congdon Trust for Peter Whitefield Congdon
- (v) John R. Congdon Trust for Mary Evelyn Congdon
- (vi) John R. Congdon Trust for Hunter Andrew Terry
- (vii) John R. Congdon Trust for Nathaniel Everett Terry
- (viii) John R. Congdon Trust for Kathryn Lawson Terry

(b) Address of Principal Business Office:

As to (i) through (viii): 7511 Whitepine Road

Richmond, VA 23237

(c) Place of Organization or Citizenship

- (i) USA
- (ii) (viii) Virginia

(d) Title of Class of Securities:

Common Stock, (\$.10 par value)

(e) CUSIP Number: 679580100

- Item 3 If this Statement Is Filed Pursuant to Rule 13d-1(b) or 13d-2(b), 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(f) but not a group filing.
- Item 4 Ownership.

The securities reported herein are beneficially owned by Jeffrey W. Congdon, as Custodian for Mark Ross Congdon, the Jeffrey W. Congdon Revocable Trust, the John R. Congdon Trust for Michael Davis Congdon, the John R. Congdon Trust for Peter Whitefield Congdon, the John R. Congdon Trust for Mary Evelyn Congdon, the John R. Congdon Trust for Hunter Andrew Terry, the John R. Congdon Trust for Nathaniel Everett Terry and the John R. Congdon Trust for Kathryn Lawson Terry. The total securities reported is 660,057 shares of the Issuer's Common Stock, which constitutes 6.2% of such shares as of December 31, 2002.

As of December 31, 2002, Jeffrey W. Congdon, as Custodian for Mark Ross Congdon, owns directly 50 shares (0.0%) of the Issuer's Common Stock.

As of December 31, 2002, the Jeffrey W. Congdon Revocable Trust owns directly 299,601 shares (2.8%) of the Issuer's Common Stock. Jeffrey W. Congdon, as Trustee, has sole voting and sole dispositive power over those shares.

As of December 31, 2002, the John R. Congdon Trust for Michael Davis Congdon owns directly 61,810 shares (0.6%) of the Issuer's Common Stock. Jeffrey W. Congdon, as Trustee, has sole voting and sole dispositive power over those shares.

As of December 31, 2002, the John R. Congdon Trust for Peter Whitefield Congdon owns directly 53,920 shares (0.5%) of the Issuer's Common Stock. Jeffrey W. Congdon, as Trustee, has sole voting and sole dispositive power over those shares.

As of December 31, 2002, the John R. Congdon Trust for Mary Evelyn Congdon owns directly 63,367 shares (0.6%) of the Issuer's Common Stock. Jeffrey W. Congdon, as Trustee, has sole voting and sole dispositive power over those shares.

As of December 31, 2002, the John R. Congdon Trust for Hunter Andrew Terry owns directly 65,635 shares (0.6%) of the Issuer's Common Stock. Jeffrey W. Congdon, as Trustee, has shared voting and shared dispositive power over those shares.

As of December 31, 2002, the John R. Congdon Trust for Nathaniel Everett Terry owns directly 59,486 shares (0.6%) of the Issuer's Common Stock. Jeffrey W. Congdon, as Trustee, has shared voting and shared dispositive power over those shares.

As of December 31, 2002, the John R. Congdon Trust for Kathryn Lawson Terry owns directly 56,188 shares (0.5%) of the Issuer's Common Stock. Jeffrey W. Congdon, as Trustee, has shared voting and shared dispositive power over those shares.

(a) Amount beneficially owned:

(i)	50
(ii)	299,601
(iii)	61,810
(iv)	53,920
(v)	63,367
(vi)	65,635
(vii)	59,486
(viii)	56,188

(b) Percent of Class:

(i)	0.0%
(ii)	2.8%
(iii)	0.6%
(iv)	0.5%
(v)	0.6%
(vi)	0.6%
(vii)	0.6%
(viii)	0.5%

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

(i)	Sole power to vote or to direct the vote	
(i)	50	
(ii)	299,601	
(iii)	61,810	
(iv)	53,920	
(v)	63,367	
(vi) through (viii)	-0-	
(ii)	Shared power to vote or to direct the vote	
(i)	through (v)	-0-
(vi)	65,635	
(vii)	59,486	
(viii)	56,188	
(iii)	Sole power to dispose or to direct the disposition of	
(i)	50	
(ii)	299,601	
(iii)	61,810	
(iv)	53,920	

(v) 63,367

(vi) through (viii) -0-

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(iv)	Shared power to dispose or to direct the disposition of		
	(i)	through (v)	-0-
	(vi)	65,635	
	(vii)	59,486	
	(viii)	56,188	

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

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 acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes 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.

December 8, 2003.

JEFFREY W. CONGDON, Custodian

/s/ Jeffrey W. Congdon

Jeffrey W. Congdon, Custodian for
Mark Ross Congdon

JEFFREY W. CONGDON REVOCABLE TRUST

By: /s/ Jeffrey W. Congdon
Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST
FOR MICHAEL DAVIS CONGDON

By: /s/ Jeffrey W. Congdon
Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST FOR PETER
WHITEFIELD CONGDON

By: /s/ Jeffrey W. Congdon
Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST FOR MARY EVELYN
CONGDON

By: /s/ Jeffrey W. Congdon
Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST FOR HUNTER
ANDREW TERRY

By: /s/ Jeffrey W. Congdon
Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST FOR NATHANIEL
EVERETT TERRY

By: /s/ Jeffrey W. Congdon
Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST FOR KATHRYN
LAWSON TERRY

By: /s/ Jeffrey W. Congdon
Jeffrey W. Congdon, Trustee

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f)(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 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 December 8, 2003.

JEFFREY W. CONGDON, Custodian

/s/ Jeffrey W. Congdon

Jeffrey W. Congdon, Custodian for
Mark Ross Congdon

JEFFREY W. CONGDON REVOCABLE TRUST

By: /s/ Jeffrey W. Congdon

Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST FOR MICHAEL DAVIS
CONGDON

By: /s/ Jeffrey W. Congdon

Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST FOR PETER
WHITEFIELD CONGDON

By: /s/ Jeffrey W. Congdon

Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST FOR MARY EVELYN
CONGDON

By: /s/ Jeffrey W. Congdon

Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST FOR HUNTER
ANDREW TERRY

By: /s/ Jeffrey W. Congdon

Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST FOR NATHANIEL
EVERETT TERRY

By: /s/ Jeffrey W. Congdon

Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST FOR KATHRYN
LAWSON TERRY

By: /s/ Jeffrey W. Congdon

Jeffrey W. Congdon, Trustee

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