

OLD DOMINION FREIGHT LINE INC/VA

Form SC 13G/A

February 11, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G/A

(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. 13)*

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, 2004

(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).

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) ☒ x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF 603,463 (See Item 4)

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 717,570 (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 603,463 (See Item 4)

WITH: 8. SHARED DISPOSITIVE POWER

717,570 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,321,033

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3%

12. TYPE OF REPORTING PERSON

IN (See Item 4)

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CUSIP No. 679580100

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) x

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)

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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) ☒ x

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 623,820 (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- (See Item 4)

WITH: 8. SHARED DISPOSITIVE POWER

623,820 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

623,820

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.5%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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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) ☒ x

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 93,750 (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- (See Item 4)

WITH: 8. SHARED DISPOSITIVE POWER

93,750 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

93,750

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)

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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) ☒ x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

5. SOLE VOTING POWER

NUMBER OF 153,463 (See Item 4)

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 153,463 (See Item 4)

WITH: 8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

153,463

10. CHECK BOX 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)

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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 - 2004

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) ☒ x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

5. SOLE VOTING POWER

NUMBER OF 450,000 (See Item 4)

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 450,000 (See Item 4)

WITH: 8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

450,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.8%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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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) ☒ x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF 1,328,718 (See Item 4)

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 93,750 (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,328,718 (See Item 4)

WITH: 8. SHARED DISPOSITIVE POWER

93,750 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,422,468

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.7%

12. TYPE OF REPORTING PERSON

IN (See Item 4)

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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) ☒ x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

5. SOLE VOTING POWER

NUMBER OF 1,328,718 (See Item 4)

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,328,718 (See Item 4)

WITH: 8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,328,718

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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- 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) Names of Persons Filing:
- (i) Earl E. Congdon
 - (ii) Old Dominion Truck Leasing, Inc.
 - (iii) Earl E. Congdon Intangibles Trust
 - (iv) 1998 Earl E. Congdon Family Trust
 - (v) Earl E. Congdon Grantor Retained Annuity Trust 2003
 - (vi) Earl E. Congdon Grantor Retained Annuity Trust - 2004
 - (vii) John R. Congdon
 - (viii) John R. Congdon Revocable Trust
- (b) Address of Principal Business Office or, if None, Residence:
- | | |
|------------------------------------|--|
| As to (i), (iv), (vii) and (viii): | 7511 Whitepine Road
Richmond, VA 23237 |
| As to (ii), (v) and (vi): | 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 (viii) | Virginia |
| (ii) and (vii) | USA |
| (iii) | North Carolina |
| (v) and (vi) | Florida |
- (d) Title of Class of Securities:
Common Stock (\$0.10 par value)
- (e) CUSIP Number:
679580100

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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.

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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, the Earl E. Congdon Grantor Retained Annuity Trust - 2004, John R. Congdon and the John R. Congdon Revocable Trust. The total securities reported is 2,649,751 shares of the Issuer's Common Stock, which constitutes 10.7% of such shares as of December 31, 2004.

As of December 31, 2004, 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 Revocable Trust, John R. Congdon, Trustee (25.5%) and members of Earl E. Congdon's and John R. 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, 2004, Earl E. Congdon has sole voting and dispositive power with respect to 153,463 shares (0.6%) held by the Earl E. Congdon Grantor Retained Annuity Trust 2003 and 450,000 shares (1.8%) held by the Earl E. Congdon Grantor Retained Annuity Trust - 2004. He shares voting and dispositive power with respect to the 623,820 shares (2.5%) owned by the Earl E. Congdon Intangibles Trust and with respect to the 93,750 shares (0.4%) owned by the 1998 Earl E. Congdon Family Trust. As of December 31, 2004, Earl E. Congdon's wife beneficially owns directly and indirectly an additional 231,750 shares (0.9%) of the Issuer's Common Stock not included in this Schedule 13G/A, with respect to all of which shares Earl E. Congdon disclaims beneficial ownership.

As of December 31, 2004, the Earl E. Congdon Intangibles Trust shares voting and dispositive power with respect to 623,820 shares (2.5%) of the Issuer's Common Stock. David S. Congdon is the trustee.

As of December 31, 2004, the 1998 Earl E. Congdon Family Trust has sole voting and dispositive power with respect to 93,750 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, 2004, 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 153,463 shares (0.6%) of the Issuer's Common Stock held by the Earl E. Congdon Grantor Retained Annuity Trust 2003.

As of December 31, 2004, Earl E. Congdon as trustee and grantor of the Earl E. Congdon Grantor Retained Annuity Trust - 2004 has sole voting and dispositive power with respect to 450,000 shares (1.8%) of the Issuer's Common Stock held by the Earl E. Congdon Grantor Retained Annuity Trust - 2004.

As of December 31, 2004, John R. Congdon has sole voting and dispositive power with respect to 1,328,718 shares (5.3%) of the Issuer's Common Stock, all of which shares are

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held by the John R. Congdon Revocable Trust. He shares voting and dispositive power with respect to the 93,750 shares (0.4%) owned by the 1998 Earl E. Congdon Family Trust, totaling 1,422,468 shares (5.7%) of the Issuer's Common Stock. As of December 31, 2004, John R. Congdon's wife beneficially owns directly and indirectly an additional 3,897 shares (0.0%) of the Issuer's Common Stock not included in this Schedule 13G/A, with respect to all of which shares John R. Congdon disclaims beneficial ownership.

As of December 31, 2004, John R. Congdon as trustee and grantor of the John R. Congdon Revocable Trust has sole voting and dispositive power with respect to 1,328,718 shares (5.3%) of the Issuer's Common Stock held by the John R. Congdon Revocable Trust.

(a) Amount beneficially owned:

- (i) -0-
- (ii) 1,321,033
- (iii) 623,820
- (iv) 93,750
- (v) 153,463
- (vi) 450,000
- (vii) 1,422,468
- (viii) 1,328,718

(b) Percent of class:

- (i) 0.0%
- (ii) 5.3%
- (iii) 2.5%
- (iv) 0.4%
- (v) 0.6%
- (vi) 1.8%
- (vii) 5.7%
- (viii) 5.3%

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

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

- (i) -0-
- (ii) 603,463
- (iii) -0-
- (iv) -0-
- (v) 153,463
- (vi) 450,000
- (vii) 1,328,718
- (viii) 1,328,718

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

- (i) -0-
- (ii) 717,570
- (iii) 623,820
- (iv) 93,750
- (v) -0-
- (vi) -0-
- (vii) 93,750
- (viii) -0-

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- (iii) Sole power to dispose or to direct the disposition of
 - (i) -0-
 - (ii) 603,463
 - (iii) -0-
 - (iv) -0-
 - (v) 153,463
 - (vi) 450,000
 - (vii) 1,328,718
 - (viii) 1,328,718
- (iv) Shared power to dispose or to direct the disposition of
 - (i) -0-
 - (ii) 717,570
 - (iii) 623,820
 - (iv) 93,750
 - (v) -0-
 - (vi) -0-
 - (vii) 93,750
 - (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.

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Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

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 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 11, 2005.

OLD DOMINION TRUCK LEASING, INC.

EARL E. CONGDON GRANTOR RETAINED

ANNUITY TRUST 2003

By: /s/ John R. Congdon

By: /s/ Earl E. Congdon

John R. Congdon, Chairman

Earl E. Congdon, Trustee

EARL E. CONGDON

EARL E. CONGDON GRANTOR RETAINED

ANNUITY TRUST - 2004

/s/ Earl E. Congdon

By: /s/ Earl E. Congdon

Earl E. Congdon

Earl E. Congdon, Trustee

EARL E. CONGDON INTANGIBLES TRUST

JOHN R. CONGDON

By: /s/ David S. Congdon

/s/ John R. Congdon

David S. Congdon, Trustee

John R. Congdon

1998 EARL E. CONGDON FAMILY TRUST

JOHN R. CONGDON REVOCABLE TRUST

By: /s/ John R. Congdon

By: /s/ John R. Congdon

John R. Congdon, Trustee

John R. Congdon, Trustee