

OLD DOMINION FREIGHT LINE INC/VA  
Form SC 13G/A  
February 12, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 10)\*

Old Dominion Freight Line, Inc.  
(Name of Issuer)

Common Stock (\$.10 par value)  
(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 ("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 Notes).

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

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(See Item 4)

6. SHARED VOTING POWER  
1,095,876 (See Item 4)
7. SOLE DISPOSITIVE POWER  
(See Item 4)
8. SHARED DISPOSITIVE POWER  
1,095,876 (See Item 4)
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,095,876
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
13.2 %
12. TYPE OF REPORTING PERSON  
CO (See Item 4)

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
-0- (See Item 4)
6. SHARED VOTING POWER  
1,873,509 (See Item 4)
7. SOLE DISPOSITIVE POWER

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-0- (See Item 4)

8. SHARED DISPOSITIVE POWER

1,873,509 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,873,509

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

22.5%

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

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

-0- (See Item 4)

6. SHARED VOTING POWER

1,873,509 (See Item 4)

7. SOLE DISPOSITIVE POWER

-0- (See Item 4)

8. SHARED DISPOSITIVE POWER

1,873,509 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,873,509

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10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

22.5%

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

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

-0- (See Item 4)

6. SHARED VOTING POWER

41,667 (See Item 4)

7. SOLE DISPOSITIVE POWER

-0- (See Item 4)

8. SHARED DISPOSITIVE POWER

41,667 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

41,667

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

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00 (See Item 4)

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

838,247 (See Item 4)

6. SHARED VOTING POWER

1,137,543 (See Item 4)

7. SOLE DISPOSITIVE POWER

838,247 (See Item 4)

8. SHARED DISPOSITIVE POWER

1,137,543 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,975,790

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.8%

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

John R. Congdon Revocable Trust

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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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

838,247 (See Item 4)

6. SHARED VOTING POWER

1,095,876 (See Item 4)

7. SOLE DISPOSITIVE POWER

838,247 (See Item 4)

8. SHARED DISPOSITIVE POWER

1,095,876 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,934,123

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.3%

12. TYPE OF REPORTING PERSON

OO (See Item 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) Names of Persons Filing:

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- (i) Old Dominion Truck Leasing, Inc.
- (ii) Earl E. Congdon
- (iii) Earl E. Congdon Intangibles Trust
- (iv) 1998 Earl E. Congdon Family Trust
- (v) John R. Congdon
- (vi) John R. Congdon Revocable Trust

(b) Address of Principal Business Office:

- As to (i), (iv), (v) and (vi): 7511 Whitepine Road  
Richmond, VA 23237
- As to (ii): 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 (vi) Virginia
- (ii) and (v) USA
- (iii) North Carolina

(d) Title of Class of Securities:

Common Stock (\$.10 par value)

(e) CUSIP Number:

679580100

Item 3. If This Statement Is Filed Pursuant to Rules 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 Rule 13d-1(c) and Rule 13d-1(f) but not a group filing.

Item 4. Ownership

The securities reported herein are beneficially owned by Old Dominion Truck Leasing, Inc. ("Leasing"), Earl E. Congdon, Earl E. Congdon Intangibles Trust, 1998 Earl E. Congdon Family Trust, John R. Congdon and John R. Congdon Revocable Trust. The total securities reported is 2,753,423 shares of the Issuer's Common Stock, which constitutes 33.1% of such shares as of December 31, 2001.

As of December 31, 2001, Leasing owns directly 1,095,876 shares (13.2%) of the Issuer's Common Stock. The voting stock of Leasing is owned by the Earl E. Congdon Intangibles Trust, David Congdon, Trustee (38.2%), John R. Congdon Revocable Trust (38.2%) and members of Earl Congdon's and John Congdon's respective families (23.6%). Earl Congdon is Chairman of the Board of Leasing, and John Congdon is President and Chief Executive Officer. The Issuer's Common Stock owned by Leasing will be voted as directed by Earl Congdon and John Congdon or, in the event of disagreement, one-half of the shares will be voted as directed

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by Earl Congdon or his personal representative, attorney-in-fact or executor, and one-half will be voted as directed by John Congdon or his personal representative, attorney-in-fact or executor. Any future sales or other disposition of such shares and the disposition of the proceeds of any sales will be determined by the Board of Directors of Leasing.

As of December 31, 2001, Earl E. Congdon has sole voting and dispositive power with respect to no shares of the Issuer's Common Stock. He shares voting and dispositive power with respect to the 1,095,876 shares (13.2%) owned by Leasing and the 777,633 shares (9.4%) owned by the Earl E. Congdon Intangibles Trust, totaling 1,873,509 shares (22.5%) of the Issuer's Common Stock. As of December 31, 2001, Earl E. Congdon's wife beneficially owns directly and indirectly an additional 103,000 shares (1.2%) of the Issuer's Common Stock not included in this Schedule 13G, with respect to all of which shares he disclaims beneficial ownership.

As of December 31, 2001, the Earl E. Congdon Intangibles Trust shares voting and dispositive power with respect to 1,873,509 shares (22.5%) of the Issuer's Common Stock. David S. Congdon is the trustee.

As of December 31, 2001, the 1998 Earl E. Congdon Family Trust has sole voting and dispositive power with respect to 41,667 shares (0.5%) of the Issuer's Common Stock. Because John R. Congdon is the trustee, ownership is reported as shared.

As of December 31, 2001, John R. Congdon has sole voting and dispositive power with respect to 838,247 shares (10.1%) of the Issuer's Common Stock, all of which shares are held by the John R. Congdon Revocable Trust. He shares voting and dispositive powers with respect to the 1,095,876 shares (13.2%) owned by Leasing and the 41,667 shares (0.5%) owned by the 1998 Earl E. Congdon Family Trust, totaling 1,975,790 shares (23.8%) of the Issuer's Common Stock. As of December 31, 2001, John R. Congdon's wife beneficially owns directly and indirectly an additional 1,732 shares of the Issuer's Common Stock not included in this Schedule 13G, with respect to all of which shares he disclaims beneficial ownership.

As of December 31, 2001, John R. Congdon as trustee and grantor of the John R. Congdon Revocable Trust has sole voting and dispositive power with respect to 838,247 shares (10.1%) of the Issuer's Common Stock held by the John R. Congdon Revocable Trust. The trust shares voting and dispositive powers with respect to the 1,095,876 shares (13.2%) owned by Leasing.

(a) Amount Beneficially Owned:

(i)	1,095,876
(ii)	1,873,509
(iii)	1,873,509
(iv)	41,667
(v)	1,975,790
(vi)	1,934,123

(b) Percent of Class

(i)	13.2%
(ii)	22.5%
(iii)	22.5%
(iv)	0.5%



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(v)	23.8%
(vi)	23.8%

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

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

(i)	-0-
(ii)	-0-
(iii)	-0-
(iv)	-0-
(v)	838,247
(vi)	838,247

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

(i)	1,095,876
(ii)	1,873,509
(iii)	1,873,509
(iv)	41,667
(v)	1,137,543
(vi)	1,095,876

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

(i)	-0-
(ii)	-0-
(iii)	-0-
(iv)	-0-
(v)	838,247
(vi)	838,247

(iv) Shared power to dispose or to direct the disposition of

(i)	1,095,876
(ii)	1,873,509
(iii)	1,873,509
(iv)	41,667
(v)	1,137,543
(vi)	1,095,876

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

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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.

February 12, 2002.

OLD DOMINION TRUCK LEASING, INC.

JOHN R. CONGDON

By: John R. Congdon  
-----  
John R. Congdon, President

John R. Congdon  
-----  
John R. Congdon

EARL E. CONGDON

JOHN R. CONGDON REVOCABLE TRUST

Earl E. Congdon  
-----  
Earl E. Congdon

By: John R. Congdon  
-----  
John R. Congdon, Trustee

EARL E. CONGDON INTANGIBLES TRUST

1998 EARL E. CONGDON FAMILY TRUST

By: David S. Congdon  
-----  
David S. Congdon, Trustee

By: John R. Congdon  
-----  
John R. Congdon, Trustee

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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 February 12, 2002.

OLD DOMINION TRUCK LEASING, INC.

JOHN R. CONGDON

By: John R. Congdon  
-----  
John R. Congdon, President

John R. Congdon  
-----  
John R. Congdon

EARL E. CONGDON

JOHN R. CONGDON REVOCABLE TRUST

Earl E. Congdon  
-----  
Earl E. Congdon

By: John R. Congdon  
-----  
John R. Congdon, Trustee

EARL E. CONGDON INTANGIBLES TRUST

1998 EARL E. CONGDON FAMILY TRUST

By: David S. Congdon  
-----  
David S. Congdon, Trustee

By: John R. Congdon  
-----  
John R. Congdon, Trustee