

OLD DOMINION FREIGHT LINE INC/VA

Form 8-K

May 23, 2011

**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

May 17, 2011

(Date of earliest event reported)

**OLD DOMINION FREIGHT LINE, INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)  
**500 Old Dominion Way**

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

**Thomasville, North Carolina 27360**

(Address of principal executive offices)

(Zip Code)

**(336) 889-5000**

(Registrant's telephone number, including area code)

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))

**Item 5.07. Submission of Matters to a Vote of Security Holders**  
**(a), (b), (d)**

The 2011 Annual Meeting of Shareholders (the Annual Meeting) of Old Dominion Freight Line, Inc. (the Company) was held on May 17, 2011. The following matters, which are described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 15, 2011, were voted upon and approved by the Company's shareholders at the Annual Meeting:

**Proposal 1 Election of Nine Directors**

Each of the following individuals were elected at the Annual Meeting to serve as directors for one-year terms and until their successors have been elected and qualified or until their death, resignation, removal or disqualification or until there is a decrease in the number of directors, and received the number of votes set opposite their respective names:

Nominee	For	Withheld	Broker Non-Votes
Earl E. Congdon	51,420,891	2,298,013	1,292,485
David S. Congdon	51,588,338	2,130,566	1,292,485
John R. Congdon	51,426,374	2,292,530	1,292,485
J. Paul Breitbach	53,083,730	635,174	1,292,485
John R. Congdon, Jr.	49,768,139	3,950,765	1,292,485
Robert G. Culp, III	48,886,977	4,831,927	1,292,485
John D. Kasarda	53,056,095	662,809	1,292,485
Leo H. Suggs	49,944,281	3,774,623	1,292,485
D. Michael Wray	50,007,780	3,711,124	1,292,485

**Proposal 2 Advisory Vote on the Compensation of the Company's Named Executive Officers**

The compensation of the Company's named executive officers was approved, on an advisory basis, by the shareholders based on the following vote:

For	Against	Abstain	Broker Non-Votes
37,067,472	16,619,228	32,204	1,292,485

**Proposal 3 Advisory Vote on the Frequency of Future Advisory Votes on the Compensation of the Company's Named Executive Officers**

The shareholders recommended, on an advisory basis, that the advisory vote on the compensation of the Company's named executive officers should be held on an annual basis based on the following vote:

	<b>Broker</b>			
<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstain</b>	<b>Non-Votes</b>
49,909,598	108,584	3,693,285	7,437	1,292,485

A majority of the votes cast by shareholders voted, on an advisory basis and in line with the recommendation of the Company's Board of Directors, to hold an advisory vote on the compensation of the Company's named executive officers every year. The Company has determined that it will include an advisory vote on the compensation of the Company's named executive officers in its proxy materials every year until the next required advisory vote on the frequency of future advisory votes on the compensation of the Company's named executive officers, which will occur no later than the Company's 2017 Annual Meeting of Shareholders.

**Proposal 4 Shareholder Proposal**

A shareholder proposal regarding an independent chairman of the Board was not approved by the shareholders at the Annual Meeting based on the following vote:

	<b>Broker</b>		
<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non-Votes</b>
15,239,114	38,470,418	9,372	1,292,485

**Proposal 5 Ratification of the Appointment of the Company's Independent Registered Public Accounting Firm**

The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2011 was ratified at the Annual Meeting based on the following vote:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
54,282,041	724,292	5,056

**SIGNATURE**

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.**

By: /s/ John P. Booker, III  
John P. Booker, III  
Vice President    Controller  
(Principal Accounting Officer)

Date: May 23, 2011