

OLD DOMINION FREIGHT LINE, INC.

COMPENSATION COMMITTEE CHARTER

I. PURPOSE

To establish membership, meeting and responsibility requirements for the Compensation Committee of the Board of Directors of Old Dominion Freight Line, Inc. (the “Company”) in its efforts to assist the Board of Directors in fulfilling its responsibilities related to executive compensation, benefit plans, deferred compensation plans, stock incentive and option plans, incentive or bonus award programs, fringe benefit plans and other miscellaneous compensation or benefit responsibilities.

II. MEMBERSHIP

- A. The Compensation Committee shall be comprised of a minimum of three directors.
- B. All Compensation Committee members shall be independent as defined by NASDAQ listing standards.
- C. Compensation Committee members, including a chairman, shall be appointed at the annual meeting of the Board of Directors for one year terms based on the Governance and Nomination Committee’s recommendations. The members of the Compensation Committee shall serve until their resignation, retirement or removal by the Board of Directors or until their successors shall be appointed.
- D. Compensation for Compensation Committee members shall be solely limited to director fees without any additional direct compensation from the Company.

III. MEETINGS

- A. The Compensation Committee shall meet as many times during the year as deemed necessary to fulfill their responsibilities with a minimum of at least one meeting each year.
- B. A majority of the members of the Compensation Committee shall constitute a quorum.
- C. The Compensation Committee may also conduct meetings by telephone conference calls so long as each committee member can communicate with the other members.
- D. The Compensation Committee may form and delegate authority to one or more members of the Compensation Committee as deemed necessary to fulfill the committee’s responsibilities.
- E. Available information, related to the agenda, shall be distributed to the committee members prior to meetings to allow directors to better prepare for meetings.
- F. Minutes shall be maintained for all Compensation Committee meetings and the results reported to the Board of Directors.

IV. RESPONSIBILITIES

- A. The Compensation Committee shall adopt and maintain a formal written charter that shall be approved by the Board of Directors and published in the Company’s website. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for its approval.

OLD DOMINION FREIGHT LINE, INC.

COMPENSATION COMMITTEE CHARTER

- B. The Governance and Nomination Committee shall annually review the Compensation Committee's performance and report the results to the Board of Directors.
- C. The Compensation Committee shall have the authority to obtain opinions or reports from external or internal resources, to the extent required to fulfill its duties, subject to the Board of Directors approval for the required expenditures.
- D. The Compensation Committee shall keep minutes of its meetings and periodically report the results of its meetings to the Board of Directors.
- E. The Compensation Committee shall annually recommend to the Board of Directors all compensation and benefit plans for the CEO based on the Governance and Nomination Committee's annual evaluation of the CEO's performance.
- F. The Compensation Committee shall periodically evaluate the corporate officers' compensation and benefit plans and recommend changes to the Board of Directors as deemed necessary to maintain alignment with the Company's compensation philosophy.
- G. The Compensation Committee shall periodically evaluate the directors' fee compensation plan and recommend changes to the Board of Directors as deemed necessary to maintain alignment with the Company's compensation philosophy.
- H. The Compensation Committee shall prepare and provide an annual report on executive officer compensation for inclusion in the proxy statement in accordance with NASDAQ listing standards and SEC rules and guidelines.

Revised March 24, 2004