

Stotlar Douglas
Form 4
February 09, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stotlar Douglas

(Last) (First) (Middle)
1717 NW 21ST AVE
(Street)

PORTLAND, OR 97209

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Con-way Inc. [CNW]

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Director, President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
			Code	V	Amount or (D) Price				
Restricted Stock	02/07/2012		A		38,642 <u>(1)</u>	A	\$ 0 93,636	D	
Common Stock							97,372	D	
Common Stock							15,049.8366	I	by 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (right to buy)	\$ 43.93					(2)	04/25/2015	Common Stock	79,673
Incentive Stock Option (right to buy)	\$ 20.27					(3)	01/26/2019	Common Stock	4,933
Incentive Stock Option (right to buy)	\$ 31.89					(3)	02/07/2021	Common Stock	3,135
Incentive Stock Option (right to buy)	\$ 44.09					(3)	01/28/2018	Common Stock	2,268
Incentive Stock Option (right to buy)	\$ 46.65					(3)	01/29/2017	Common Stock	2,143
Incentive Stock Option (right to buy)	\$ 55.2					(4)	01/22/2016	Common Stock	1,811
Non-Qualified Stock Option (right to buy)	\$ 20.27					(3)	01/26/2019	Common Stock	170,580
Non-Qualified Stock Option (right to buy)	\$ 31.38						01/01/2007 12/02/2012	Common Stock	16,000
Non-Qualified Stock Option (right to buy)	\$ 31.89					(3)	02/07/2021	Common Stock	97,300
Non-Qualified Stock Option	\$ 32.96						01/01/2008 12/15/2013	Common Stock	13,500

(right to buy)						
Non-Qualified Stock Option (right to buy)	\$ 44.09	(3)	01/28/2018	Common Stock	86,599	
Non-Qualified Stock Option (right to buy)	\$ 46.65	(3)	01/29/2017	Common Stock	112,850	
Non-Qualified Stock Option (right to buy)	\$ 49.11	(3)	12/17/2007	Common Stock	40,000	
Non-Qualified Stock Option (right to buy)	\$ 55.2	(4)	01/22/2016	Common Stock	53,180	
Phantom Stock	(5)	(5)	(5)	Common Stock	14,205	
Stock Appreciation Rights (6)	\$ 28.92		01/01/2011	02/09/2020	Common Stock	146,980

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stotlar Douglas 1717 NW 21ST AVE PORTLAND, OR 97209			Director, President & CEO	

Signatures

By: Jessica Carbullido For: Douglas W. Stotlar 02/09/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (2) The option vests in three equal annual installments, beginning on April 25, 2006.
- (3) The option vests in three equal annual installments, beginning on the January 1 following the date of grant.
- (4) The option vests in three equal annual installments beginning January 1 following the date of grant.
- (5) Shares of phantom stock are acquired on a 1-for-1 basis under the Company's deferred compensation plan either upon an election to convert a stated amount of a reporting person's existing account balance or through the reinvestment of dividend-equivalents. Phantom stock becomes payable, in cash or common stock, at the discretion of the Compensation Committee, upon the reporting person's termination of employment.

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- (6) Cash-settled SARs vest in three equal annual installments beginning on January 1 following the date of grant and expire 10 years from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.