## Edgar Filing: Con-way Inc. - Form 4

| Check this box<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5 Fil | W<br>ATEMENT OF CHA<br>ed pursuant to Section<br>on 17(a) of the Public | <ul> <li>JRITIES AND EXCHANGE COMMISS</li> <li>Jashington, D.C. 20549</li> <li>ANGES IN BENEFICIAL OWNERSHIP<br/>SECURITIES</li> <li>16(a) of the Securities Exchange Act of 19<br/>Utility Holding Company Act of 1935 or Se<br/>Investment Company Act of 1940</li> </ul>   | OF Number: 3235-0287<br>Number: January 31,<br>2005<br>Estimated average<br>burden hours per<br>response 0.5                          |  |  |
|--|---|---|---|--|--|
| (Print or Type Responses)  |   |   |   |  |  |
| 1. Name and Address of Re<br>COEL KEVIN S  | Symb  | Issuer  | hip of Reporting Person(s) to   |  |  |
| (Last) (First)   | (Middle) 3. Dat   | of Earliest Transaction   | (Check all applicable)  |  |  |
| 1717 NW 21ST AVE   |   |   | Director 10% Owner<br>_X Officer (give title Other (specify<br>below)<br>SVP & Controller   |  |  |
| (Street)   | Filed(  | Applicable Li<br>_X_ Form file  | l or Joint/Group Filing(Check<br>ne)<br>ed by One Reporting Person<br>d by More than One Reporting                                    |  |  |
| PORTLAND, OR 97209   |   |   |   |  |  |
| (City) (State)   | (Zip) T   | able I - Non-Derivative Securities Acquired, Dispo  | sed of, or Beneficially Owned   |  |  |
| Security (Month/Day/<br>(Instr. 3)   | n Date 2A. Deemed<br>Year) Execution Date, if<br>any<br>(Month/Day/Year | 3.       4. Securities Acquired (A) or       5. Amor         TransactionDisposed of (D)       Securiti         Code       (Instr. 3, 4 and 5)       Benefic         (Instr. 8)       Owned         Followi       Reporte         (A)       Transact         or       (Instr. 3)         Code       V       Amount         (D)       Price | es Ownership Indirect<br>ially Form: Beneficial<br>Direct (D) Ownership<br>ng or Indirect (Instr. 4)<br>ed (I)<br>etion(s) (Instr. 4) |  |  |
| $\frac{\text{Common}}{\text{Stock } (1)}  04/07/2013$                                  |   | J V 85.5858 A \$38.924 2,362.   | 4303 I by 401(k)  |  |  |
| Common<br>Stock (1) 06/15/201  |   | J V 6.3768 A <sup>\$</sup> 37.0467 2,368.   | 8071 I by 401(k)  |  |  |
| Common<br>Stock  |   | 871   | D   |  |  |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

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#### number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number<br>onof Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exer<br>Expiration D<br>(Month/Day/ | Date               | 7. Title and A<br>Underlying S<br>(Instr. 3 and 4 | Securities                             | 8. Pric<br>Deriva<br>Securi<br>(Instr. |
|---|---|---|--|---|---|--------------------|---|--|--|
|   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable                         | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |  |
| Phantom<br>Stock                                    | (2)   | 06/15/2011                              | J                                      | 6.448   | (2)   | (2)                | Common<br>Stock                                   | 6.448                                  | \$ 37                                  |

# **Reporting Owners**

| Reporting Owner Name / Addres                          | 55         | Relationships |                  |       |  |  |
|--|------------|---------------|------------------|-------|--|--|
|  | Director   | 10% Owner     | Officer          | Other |  |  |
| COEL KEVIN S<br>1717 NW 21ST AVE<br>PORTLAND, OR 97209 |            |               | SVP & Controller |       |  |  |
| Signatures   |            |               |                  |       |  |  |
| Kevin S. Coel  | 06/17/2011 |               |                  |       |  |  |

<u>\*\*</u>Signature of Reporting Person

Date

## **Explanation of Responses:**

| *   | If the form is filed by more than one reporting person, <i>see</i> 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) | These shares were acquired under the Con-way Retirement Savings Plan either as matching contributions or in lieu of cash dividends.   |
| (2) | 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. |

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.