Con-way Inc. Form 4 February 11, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COEL KEVIN S			2. Issuer Name and Ticker or Trading Symbol Con-way Inc. [CNW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (N	(Middle)	3. Date of Earliest Transaction	(Check an applicable)				
2211 OLD EARHART ROAD, SUITE 100			(Month/Day/Year) 02/07/2014	Director 10% Owner X Officer (give title Other (specifically) below) SVP & Controller				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
ANN ARBOR, MI 48105			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	es Acquired, Disposed of, or Beneficially Owne				

(City)	(City) (State) (Zip) Table I - Non-De						Perivative 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. Transactio Code (Instr. 8)	4. Securinal (A) or Di (Instr. 3,	spose	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)					
Common Stock	02/07/2014		F	2,024 (1)	D	\$ 38.12	20,390.8115	D						
Common Stock	02/10/2014		A	3,912 (2)	A	\$ 0	24,302.8115 (3)	D						
Common Stock							2,440.9511	I	401(k)					

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title	Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COEL KEVIN S 2211 OLD EARHART ROAD, SUITE 100 ANN ARBOR, MI 48105

SVP & Controller

Signatures

By: Jessica Carbullido For: Kevin 02/11/2014

S. Coel

**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) These shares were withheld to cover income taxes on a restricted stock unit award vesting.
- (2) These restricted stock units (RSUs) vest on the third anniversary of the grant date. The shares will be delivered to the reporting person upon vesting of the RSUs. Each RSU represents a contingent right to receive one share of common stock.
- (3) Includes 13,558 Restricted Stock Units granted under a Con-way Inc. Equity and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock at vesting.

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.

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