Millican Bryan MacFarlane Form 3/A

June 21, 2005

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION FORM 3 Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** Number:

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INITIAL STATEMENT OF 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 \*

Millican Bryan MacFarlane

3240 HILLVIEW AVENUE

(Last)

(First)

(Street)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

06/03/2005

CNF INC [CNF]

4. Relationship of Reporting Person(s) to Issuer

Filed(Month/Day/Year)

6. Individual or Joint/Group

5. If Amendment, Date Original

06/10/2005

(Check all applicable)

Director 10% Owner \_X\_\_ Officer Other (give title below) (specify below)

Senior Vice President

Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

Form filed by More than One

Reporting Person

PALO ALTO, CAÂ 94304

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Beneficially Owned (Instr. 4)

2. Amount of Securities

Ownership Form:

Direct (D) or Indirect (I)

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

(Instr. 5)

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 number.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. Conversion or Exercise Price of Derivative

Security

5. Ownership Form of Derivative Security:

Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Date

Amount or Title Number of

Shares

or Indirect (I) (Instr. 5)

1

### Edgar Filing: Millican Bryan MacFarlane - Form 3/A

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Millican Bryan MacFarlane
3240 HILLVIEW AVENUE Â Â
PALO ALTO, CAÂ 94304

 $\hat{A}$   $\hat{A}$   $\hat{A}$  Senior Vice President  $\hat{A}$ 

# **Signatures**

By: Gary S. Cullen, Attorney-at-Law For: Bryan M Millican 06/20/2005

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Amended to include phantom stock erroneusly omitted from initial filing.
- Shares of phantom stock are acquired on a 1-for1 basis either upon an election to convert a stated amount of their existing balance or through the reinvestment of dividend-equivalents under terms of the Deferred Compensation Plan. 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.

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