Schmidt Herbert J Form 4 February 01, 2011

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Expires:

January 31, 2005

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

SECURITIES

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Schmidt Herbert J			2. Issuer Name and Ticker or Trading Symbol Con-way Inc. [CNW]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
2855 CAMPUS DRIVE, SUITE 300			01/28/2011	_X_ Officer (give title Other (specify below)			
				EVP & President - CNT			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
SAN MATEO, CA 94403				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) or 5. Amount of 7. Nature Security (Month/Day/Year) Execution Date, if TransactionDisposed of (D) Securities Ownership of Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficial Code Beneficially Form: (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 01/28/2011 F 2,310 D \$ 33.62 4,516 D Stock Common by 03/12/2010 V 5.264 A \$ 35.338 1,900.6091 Stock (1) 401(k)Common by 04/07/2010 Α \$ 35.338 1,979.2248 V 78.6157 Stock (1) 401(k) Common 06/15/2010 V 5.9394 \$ 33.322 1,985.1642 Stock (1) 401(k) Common by 07/08/2010 V 100.5019 A \$ 29.946 2,085.6661 Stock (1) 401(k)

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Common Stock (1)	09/15/2010	J	V 7.2195	A	\$ 28.8904	2,092.8856	I	by 401(k)
Common Stock (1)	10/06/2010	J	V 50.6369	A	\$ 30.852 2	2,143.5225	I	by 401(k)
Common Stock (1)	12/15/2010	J	V 6.0808	A	\$ 35.2507	2,149.6033	I	by 401(k)

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 number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amount Underly Securitie (Instr. 3	t of ring es	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Number	

Reporting Owners

Reporting Owner Name / Address			Relationships	
	ъ.	100 0	0.00	0

Director 10% Owner Officer Other

Schmidt Herbert J 2855 CAMPUS DRIVE, SUITE 300 SAN MATEO, CA 94403

EVP & President - CNT

Signatures

By: Gary S. Cullen, Attorney-in-Fact For: Herbert J. 02/01/2011

**Signature of Reporting Person Date

Reporting Owners 2

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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 acquired under the Con-way Retirement Savings Plan either as matching contributions or in lieu of cash dividends.

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.