#### LUNDBERG LESLIE P

Form 4

January 30, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

burden hours per response...

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

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LUNDBERG LESLIE P			2. Issuer Name and Ticker or Trading Symbol Con-way Inc. [CNW]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
1717 NW 213	ST AVE		01/26/2012	_X_ Officer (give title Other (specify below)			
				SVP Human Resources			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
PORTLAND	, OR 97209			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Ta	ble I - N	Non-	-Derivative S	ecuriti	ies Acquired	l, 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)	4. Securities on Disposed of (Instr. 3, 4 and	(D)	red (A) or	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/15/2011		J		4.877 <u>(1)</u>	A	\$ 35.78	1,749.877	D	
Common Stock	06/15/2011		J	V	4.7629 <u>(1)</u>	A	\$ 36.74	1,754.6399	D	
Common Stock	01/26/2012		F		3,640 (2)	D	\$ 32.36	7,808.6399	D	
Common Stock	03/15/2011		J	V	0.6837 (3)	A	\$ 35.061	240.4144	I	by 401(k)
Common Stock	04/07/2011		J	V	101.6165 (3)	A	\$ 38.924	342.0309	I	by 401(k)

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Common Stock	06/15/2011	J	V 0.9232 (3) A	\$ 37.0469	342.9541	I	by 401(k)
Common Stock	09/15/2011	J	V 1.2961 (3) A	\$ 26.4642	344.2502	I	by 401(k)
Common Stock	12/15/2011	J	V 1.2456 (3) A	\$ 27.6422	345.4958	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)

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. Transaction Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secun Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LUNDBERG LESLIE P 1717 NW 21ST AVE PORTLAND, OR 97209

**SVP Human Resources** 

**Signatures** 

By: Jessica Carbullido For: Leslie P.
Lundberg
01/30/2012

\*\*Signature of Reporting Person Date

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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 a Con-way dividend reinvestment plan.
- (2) These shares were withheld to cover income taxes on a restricted stock unit award that vested on January 26, 2012.
- (3) 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.