Stotlar Douglas Form 4 February 09, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

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

obligations

Check this box

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

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 * Stotlar Douglas			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)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)
1717 NW 21S	T AVE		(Month/Day/Year) 02/07/2012	Director 10% Owner _X_ Officer (give title Other (specify below) Director, President & CEO
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)
PORTLAND, OR 97209				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities A Transaction(A) or Dispose Code (D) (Instr. 8) (Instr. 3, 4 and			l of	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Restricted	02/07/2012		Code V	Amount 38,642	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	D	
Stock Common	02/07/2012		A	<u>(1)</u>	A	\$0	93,636 97,372	D D	
Stock Common Stock							15,049.8366	I	by 401(k)

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

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number.

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Employee Stock Option (right to buy)	\$ 43.93					(2)	04/25/2015	Common Stock	79,673
Incentive Stock Option (right to buy)	\$ 20.27					(3)	01/26/2019	Common Stock	4,933
Incentive Stock Option (right to buy)	\$ 31.89					(3)	02/07/2021	Common Stock	3,135
Incentive Stock Option (right to buy)	\$ 44.09					(3)	01/28/2018	Common Stock	2,268
Incentive Stock Option (right to buy)	\$ 46.65					(3)	01/29/2017	Common Stock	2,143
Incentive Stock Option (right to buy)	\$ 55.2					<u>(4)</u>	01/22/2016	Common Stock	1,811
Non-Qualified Stock Option (right to buy)	\$ 20.27					(3)	01/26/2019	Common Stock	170,58
Non-Qualified Stock Option (right to buy)	\$ 31.38					01/01/2007	12/02/2012	Common Stock	16,000
Non-Qualified Stock Option (right to buy)	\$ 31.89					(3)	02/07/2021	Common Stock	97,303
Non-Qualified Stock Option	\$ 32.96					01/01/2008	12/15/2013	Common Stock	13,500

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(right to buy)					
Non-Qualified Stock Option (right to buy)	\$ 44.09	(3)	01/28/2018	Common Stock	86,599
Non-Qualified Stock Option (right to buy)	\$ 46.65	(3)	01/29/2017	Common Stock	112,85
Non-Qualified Stock Option (right to buy)	\$ 49.11	(3)	12/17/2007	Common Stock	40,000
Non-Qualified Stock Option (right to buy)	\$ 55.2	<u>(4)</u>	01/22/2016	Common Stock	53,189
Phantom Stock	<u>(5)</u>	(5)	<u>(5)</u>	Common Stock	14,205
Stock Appreciation Rights (6)	\$ 28.92	01/01/2011	02/09/2020	Common Stock	146,98

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other

Stotlar Douglas 1717 NW 21ST AVE PORTLAND, OR 97209

Director, President & CEO

Signatures

By: Jessica Carbullido For: Douglas W.
Stotlar
02/09/2012

**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) Each restricted stock unit represents a contingent right to receive one share of common stock.

(2) The option vests in three equal annual installments, beginning on April 25, 2006.

(3) The option vests in three equal annual installments, beginning on the January 1 following the date of grant.

(4) The option vests in three equal annual installments beginning January 1 following the date of grant.

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.

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(6) Cash-settled SARs vest in three equal annual installments beginning on January 1 following the date of grant and expire 10 years from the date of grant.

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.