Con-way Inc. Form 4 December 15, 2008

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if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

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SECURITIES Section 16. Form 4 or Form 5 obligations may continue.

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)

See Instruction

1. Name and Address of Reporting Person * Labrie John G			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)			
2855 CAMPUS	S DRIVE, S	SUITE 300	(Month/Day/Year) 12/12/2008	Director 10% Owner _X_ Officer (give title Other (specify below) Senior Vice President			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SAN MATEO, CA 94403				Form filed by More than One Reporting Person			

SAN WATEO, CA 94403			Person						
(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Securities Acquire	ed, Disposed of, o	or Beneficially	Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A) or	5. Amount of	6.	7. Nature		
Security	(Month/Day/Year)	Execution Date, if	Transactio	onDisposed of (D)	Securities	Ownership	of Indirect		
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial		
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership		
					Following	or Indirect	(Instr. 4)		

Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price

Common by 10,290.1662 I 09/12/2008 V 21.7181 Α Stock (1) 47.2804 401(k)

Common 15,204.0788 D Stock

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

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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		4.	5. Number	6. Date Exer		7. Title and A		8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof	Expiration D		Underlying S		Derivati
Security	or Exercise		any	Code	Derivative	(Month/Day/	Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(2)</u>	12/12/2008		A	14.3	(2)	(2)	Common Stock	14.3	\$ 20.

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Labrie John G

2855 CAMPUS DRIVE, SUITE 300 Senior Vice President

SAN MATEO, CA 94403

Signatures

By: Gary S. Cullen, Attorney-in-Fact For: John G.
Labrie

12/15/2008

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

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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