Labrie John G Form 4 March 16, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 *

2855 CAMPUS DRIVE, SUITE 300

(Street)

Labrie John G

2. Issuer Name and Ticker or Trading

Symbol

Con-way Inc. [CNW]

(Last)

Security

(Instr. 3)

(Middle) (First)

3. Date of Earliest Transaction

(Month/Day/Year) 03/13/2009

(Check all applicable)

5. Relationship of Reporting Person(s) to

Director 10% Owner X_ Officer (give title Other (specify

below) Senior Vice President

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 Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

SAN MATEO, CA 94403

(City) (State) (Zip) 1. Title of

(Month/Day/Year)

2. Transaction Date 2A. Deemed 3. 4. Securities Execution Date, if

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(A)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Acquired (Disposed of (Instr. 3, 4, 5) | of (D) | | | |
|--------------------------------|------------------------------------|------------|------------------|------------|--|-------------------------|--------------------|-----------------|----------------------------------|
| | | | | Code V | 7 (A) | (D) Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock | <u>(1)</u> | 03/13/2009 | | A | 17.3333 | <u>(1)</u> | <u>(1)</u> | Common Stock | 17.3333 |
| Series B Preferred Stock | (2) | 01/02/2009 | | J V | 6.3963 | (2) | (2) | Common Stock | 6.3963 |

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 03/16/2009

**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).
- 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.
- These shares were acquired under the Con-way Retirement Savings Plan as matching contributions or in lieu of cash dividends on other

 Series B preferred. Each Series B share converts to 4.708 shares of common stock at the option of the Trustee. Upon termination of plan participation each Series B preferred share, with a market value of \$152.10, is converted to the equivalent number of common shares, but in no event fewer than 4.708 shares.

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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