

Bianco Robert Leo Jr
 Form 4
 February 09, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Bianco Robert Leo Jr

(Last) (First) (Middle)
 1717 NW 21ST AVE
 (Street)

PORTLAND, OR 97209

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Con-way Inc. [CNW]

3. Date of Earliest Transaction (Month/Day/Year)
 02/07/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & President - MWW

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount or Price					
Restricted Stock	02/07/2012		A		14,296 <u>(1)</u>	A	\$ 0	37,308	D	
Common Stock								23,183.3947	D	
Common Stock								12,270.6437	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.

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 20.27					(2)	01/26/2019	Common Stock	4,933
Incentive Stock Option (right to buy)	\$ 31.89					(2)	02/07/2021	Common Stock	3,135
Incentive Stock Option (right to buy)	\$ 44.09					(2)	01/28/2018	Common Stock	2,268
Incentive Stock Option (right to buy)	\$ 46.65					(2)	01/29/2017	Common Stock	2,143
Non-Qualified Stock Option (right to buy)	\$ 20.27					(2)	01/26/2019	Common Stock	53,360
Non-Qualified Stock Option (right to buy)	\$ 31.38					(3)	12/02/2012	Common Stock	6,000
Non-Qualified Stock Option (right to buy)	\$ 31.89					(2)	02/07/2021	Common Stock	39,366
Non-Qualified Stock Option (right to buy)	\$ 32.96					(4)	12/15/2013	Common Stock	7,125
Non-Qualified Stock Option (right to buy)	\$ 44.09					(2)	01/28/2018	Common Stock	27,247
	\$ 46.02					(5)	01/24/2015		8,000

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Non-Qualified Stock Option (right to buy)				Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 46.65	(2)	01/29/2017	Common Stock	27,857
Non-Qualified Stock Option (right to buy)	\$ 55.2	(6)	01/22/2016	Common Stock	8,700
Stock Appreciation Rights (7)	\$ 28.92		01/01/2011 02/09/2020	Common Stock	39,136

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bianco Robert Leo Jr 1717 NW 21ST AVE PORTLAND, OR 97209			EVP & President - MWW	

Signatures

By: Jessica Carbullido For: Robert L.
Bianco, Jr. 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 the January 1 following the date of grant.
- (3) This option vests in four annual equal installments, with the first installment vesting on January 1, 2004 - Option fully vested on January 1, 2007.
- (4) This option vests in four annual equal installments, with the first installment vesting on January 1, 2005 - Option fully vested on January 1, 2008.
- (5) This option vests in three annual equal installments, with the first installment vesting on January 1, 2006 - Option fully vested on January 1, 2008.
- (6) The option vests in three equal annual installments beginning January 1 following the date of grant.
- (7) 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.