

Con-way Inc.  
Form 4  
May 16, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Schick Kevin Charles

(Last) (First) (Middle)

2855 CAMPUS DRIVE, SUITE 300

(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/14/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Senior Vice President and CFO

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**

| 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 Indirect Beneficial Ownership (Instr. 4) |                      |   |           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------------------|---|-----------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |                      |   |           |
| Common Stock                    | 05/14/2008                           |  | M                              |   | 2,000   | A  | \$ 43.0625  | 8,073 <sup>(1)</sup> | D |           |
| Common Stock                    | 05/14/2008                           |  | S                              |   | 2,000   | D  | \$ 50.83  | 6,073 <sup>(1)</sup> | D |           |
| Common Stock <sup>(2)</sup>     | 03/14/2008                           |  | J                              | V   | 0.3262  | A  | \$ 47.4294  | 155.0217             | I | by 401(k) |
| Common Stock <sup>(2)</sup>     | 04/03/2008                           |  | J                              | V   | 97.7208   | A  | \$ 50.023   | 252.7425             | I | by 401(k) |
| Common Stock                    |                                      |  |                                |   |   |  |   | 8,000                | I | by Trust  |

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

SEC 1474  
(9-02)  
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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 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 Underlying Security (Instr. 3 and 4) |                  |                 |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title        |
| Non-Qualified Stock Option (right to buy)  | \$ 43.0625   | 05/14/2008                           |  | M                              |   | 2,000  |   | 06/30/1999       | 06/30/2008      | Common Stock |
| Series B Preferred Stock                   | (3)  | 04/03/2008                           |  | J                              | V   | 5,3907   |   | (3)              | (3)             | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Schick Kevin Charles<br>2855 CAMPUS DRIVE, SUITE 300<br>SAN MATEO, CA 94403 |               |           | Senior Vice President and CFO |       |

## Signatures

By: Gary S. Cullen For: Kevin C. Schick      05/16/2008

\*\*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) Totals accurately reflect current holdings. Previous filing overstated Direct holdings by including shares being transferred to a trust in both Direct and Indirect holdings.
- (2) These shares were acquired under the Con-way Retirement Savings Plan either as matching contributions or in lieu of cash dividends.
- (3) 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

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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.

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