

Con-way Inc.
Form 4
January 30, 2008

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

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 *
Barretta Jacquelyn A

(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)
01/28/2008

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)

Vice President & CIO

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	01/28/2008		A		2,565	A	\$ 0	2,565	D	
Common Stock ⁽¹⁾	03/15/2007		J	V	1.092	A	\$ 48.6673	532.4574	I	by 401(k)
Common Stock ⁽¹⁾	04/03/2007		J	V	69.7851	A	\$ 51.0569	602.2425	I	by 401(k)
Common Stock ⁽¹⁾	06/15/2007		J	V	1.0914	A	\$ 55.1898	603.3339	I	by 401(k)
Common Stock ⁽¹⁾	07/05/2007		J	V	31.6968	A	\$ 51.3617	635.0307	I	by 401(k)

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Common Stock ⁽¹⁾	09/14/2007	J	V	1.3283	A	\$ 47.8048	636.359	I	by 401(k)
Common Stock ⁽¹⁾	10/04/2007	J	V	6.8957	A	\$ 45.5965	643.2547	I	by 401(k)
Common Stock ⁽¹⁾	12/15/2007	J	V	1.47	A	\$ 43.7544	644.7247	I	by 401(k)

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

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SEC 1474
(9-02)

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 44.09	01/28/2008		A	10,844	⁽²⁾ 01/28/2018	Common Stock	10,844
Series B Preferred Stock	⁽³⁾	01/02/2007		J V	3.2131	⁽³⁾ ⁽³⁾	Common Stock	3.2131
Series B Preferred Stock	⁽³⁾	04/03/2007		J V	5.7452	⁽³⁾ ⁽³⁾	Common Stock	5.7452
Series B Preferred Stock	⁽³⁾	07/02/2007		J V	3.5937	⁽³⁾ ⁽³⁾	Common Stock	3.5937
Series B Preferred Stock	⁽³⁾	07/05/2007		J V	2.0401	⁽³⁾ ⁽³⁾	Common Stock	2.0401
Series B Preferred Stock	⁽³⁾	10/04/2007		J V	0.3973	⁽³⁾ ⁽³⁾	Common Stock	0.3973
	⁽³⁾	01/02/2008		J V	3.8501	⁽³⁾ ⁽³⁾		3.8501

Series B
Preferred
Stock

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barretta Jacquelyn A 2855 CAMPUS DRIVE, SUITE 300 SAN MATEO, CA 94403			Vice President & CIO	

Signatures

By: Gary S. Cullen, Attorney-in-Fact For: Jacquelyn A.
Barretta

01/30/2008

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

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.