

Edgar Filing: Con-way Inc. - Form 8-K

Con-way Inc.  
Form 8-K  
May 11, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

May 10, 2011

-----  
Date of Report (Date of earliest event reported)

Con-way Inc.

-----  
(Exact name of registrant as specified in its charter)

|  |                             |  |
|--|-----------------------------|--|
| Delaware   | 1-5046                      | 94-1444798                                 |
| -----  | -----                       | -----                                      |
| (State or other<br>jurisdiction of<br>incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification<br>Number) |

2211 Old Earhart Road, Ann Arbor, MI 48105

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(Address of principal executive offices)  
(zip code)

Registrant's telephone number, including area code:  
(734) 994-6600

-----  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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### ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At its Annual Meeting of Shareholders held on May 10, 2011, Con-way Inc. submitted the following matters to a vote of security holders:

1. Election of eleven Directors for a one-year term:

|                       | Number of Shares<br>Voted For | Number of<br>Shares Against | Number of<br>Abstentions | Broker<br>Non-Vote |
|-----------------------|-------------------------------|-----------------------------|--------------------------|--------------------|
| John J. Anton         | 50,274,361                    | 1,016,188                   | 648,346                  | 1,281,519          |
| William R. Corbin     | 50,381,346                    | 949,122                     | 608,429                  | 1,281,519          |
| Robert Jaunich II     | 47,601,692                    | 3,774,459                   | 562,744                  | 1,281,519          |
| W. Keith Kennedy, Jr. | 47,396,399                    | 3,992,543                   | 549,953                  | 1,281,519          |
| Michael J. Murray     | 46,499,430                    | 4,832,848                   | 606,618                  | 1,281,519          |
| Edith R. Perez        | 50,287,076                    | 1,081,934                   | 569,886                  | 1,281,519          |
| John C. Pope          | 47,790,830                    | 3,574,853                   | 573,212                  | 1,281,519          |
| William J. Schroeder  | 45,389,431                    | 5,946,595                   | 602,870                  | 1,281,519          |
| Douglas W. Stotlar    | 50,309,201                    | 1,281,299                   | 348,396                  | 1,281,519          |
| Peter W. Stott        | 49,363,703                    | 1,952,639                   | 622,553                  | 1,281,519          |
| Chelsea C. White III  | 49,394,871                    | 2,016,104                   | 527,921                  | 1,281,519          |

2. A proposal to approve the Con-way Inc. Amended and Restated 2006 Equity and Incentive Plan:

| FOR        | AGAINST   | ABSTAIN | BROKER<br>NON-VOTE |
|------------|-----------|---------|--------------------|
| 49,156,097 | 2,551,790 | 231,009 | 1,281,519          |

3. A proposal to approve the Company's executive compensation, on a non-binding advisory basis:

| FOR        | AGAINST   | ABSTAIN | BROKER<br>NON-VOTE |
|------------|-----------|---------|--------------------|
| 44,522,623 | 7,070,449 | 345,824 | 1,281,519          |

4. A proposal to recommend, on a non-binding advisory basis, the frequency of future advisory votes on executive compensation:

| ONE YEAR | TWO YEARS | THREE YEARS | ABSTAIN | BROKER |
|----------|-----------|-------------|---------|--------|
|          |           |             |         |        |

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NON-VOTE

47,509,477      376,671      3,753,107      299,640      1,281,519

5. A proposal to ratify the appointment of KPMG LLP as Con-way Inc.'s independent auditors for the year ending December 31, 2011:

| FOR        | AGAINST   | ABSTAIN |
|------------|-----------|---------|
| 51,869,917 | 1,019,320 | 331,176 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Con-way Inc.  
-----  
(Registrant)

May 11, 2011

/s/ Stephen K. Krull  
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Steven K. Krull  
Executive Vice President, General Counsel  
& Secretary