

Pileggi Jennifer
 Form 4
 May 11, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Pileggi Jennifer

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/09/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, General Counsel & Sec

PORTLAND, OR 97209

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price		
Common Stock	05/09/2011		M		1,644 A \$ 20.27	11,169	D
Common Stock	05/09/2011		S		1,644 D \$ 39.2227	9,525	D
Common Stock	05/09/2011		M		14,952 A \$ 20.27	24,477	D
Common Stock	05/09/2011		S		14,952 D \$ 39.2227	9,525	D
Common Stock	05/09/2011		M		10,151 A \$ 28.92	19,676	D

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Common Stock	05/09/2011		D	10,151	D	\$ 39.21	9,525	D	
Common Stock <u>(1)</u>	03/15/2011		J V	6.9376	A	\$ 35.061	2,439.2482	I	by 401(k)
Common Stock <u>(1)</u>	04/07/2011		J V	129.19	A	\$ 38.924	2,568.4382	I	by 401(k)
Common Stock <u>(1)</u>	01/06/2011		J V	26.1172	A	\$ 36.214	1,131.0833	I	by Spouse
Common Stock <u>(1)</u>	03/15/2011		J V	3.2262	A	\$ 35.061	1,134.3095	I	by Spouse
Common Stock <u>(1)</u>	04/07/2011		J V	41.0012	A	\$ 38.924	1,175.3107	I	by Spouse

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

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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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 20.27	05/09/2011		M	1,644	<u>(2)</u> 01/26/2019	Common Stock	1,644
Non-Qualified Stock Option (right to buy)	\$ 20.27	05/09/2011		M	14,952	<u>(2)</u> 01/26/2019	Common Stock	14,952
Stock Appreciation Rights	\$ 28.92	05/09/2011		M	10,151	<u>(3)</u> 02/09/2020	Common Stock	10,151

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Pileggi Jennifer
1717 NW 21ST AVE
PORTLAND, OR 97209

EVP, General Counsel & Sec

Signatures

By: Gary S. Cullen, Attorney-in-Fact For: Jennifer W.
Pileggi

05/11/2011

__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.
- (3) 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.
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