

YRC Worldwide Inc.  
Form 4  
January 04, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
**ROYAL BANK OF SCOTLAND GROUP PLC**

(Last) (First) (Middle)

36 ST. ANDREW SQUARE

(Street)

EDINBURGH, X0 EH12 1HQ

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**YRC Worldwide Inc. [YRCW]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/16/2011

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)

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, par value \$0.01 per share ("Common Stock")	09/16/2011		S		5,000,000	D	\$ 0.0939	23,088,024	I	See footnote (1)
Common Stock	09/16/2011		S		2,000,000	D	\$ 0.0703	21,088,024	I	See footnote (1)
Common Stock	09/19/2011		S		1,959,227	D	\$ 0.0817	19,128,797	I	See footnote (1)

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Common Stock	09/20/2011	S	111,677	D	\$ 0.0721	19,017,120	I	See footnote (1)
Common Stock	09/21/2011	S	928,800	D	\$ 0.07	18,088,320	I	See footnote (1)
Common Stock	09/26/2011	S	1,474,687	D	\$ 0.057	16,613,633	I	See footnote (1)
Common Stock	09/27/2011	S	8,000,000	D	\$ 0.0598	8,613,633	I	See footnote (1)
Common Stock	09/28/2011	S	1,475,637	D	\$ 0.0503	7,137,996	I	See footnote (1)
Common Stock	09/29/2011	S	652,769	D	\$ 0.0507	6,485,227	I	See footnote (1)
Common Stock	09/30/2011	S	2,000,000	D	\$ 0.0483	4,485,227	I	See footnote (1)
Common Stock	10/03/2011	S	929,499	D	\$ 0.0473	3,555,728	I	See footnote (1)
Common Stock	10/04/2011	S	1,826,989	D	\$ 0.0385	1,728,739	I	See footnote (1)
Common Stock	10/05/2011	S	1,725,000	D	\$ 0.0432	3,739	I	See footnote (1)
Common Stock	10/05/2011	S	4,000,000	D	\$ 0.0417	0	I	See footnote (1)
Common Stock	10/06/2011	S	1,000,000	D	\$ 0.047	0	I	See footnote (1)
Common Stock	10/13/2011	C	27,506,556	A	(2)	22,510,295	I	See footnote (1)

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

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(9-02)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
10% Series B Convertible Senior Secured Notes Due 2015	(2)	10/13/2011		C	1,207,341	09/16/2011	03/31/2015	Common Stock	27

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROYAL BANK OF SCOTLAND GROUP PLC 36 ST. ANDREW SQUARE EDINBURGH, X0 EH12 1HQ		X		

## Signatures

/s/ Richard Hopkins, THE ROYAL BANK OF SCOTLAND plc, Name: Richard Hopkins,  
Title: Manager, Share Aggregation & Reporting

01/04/2012

\*\*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) All of the securities reported are owned directly by The Royal Bank of Scotland plc ("RBS"). All of the shares of RBS are owned by The Royal Bank of Scotland Group plc ("RBSG"). Each of RBS and RBSG disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein. This form is filed without prejudice to the reporting person's position that none of RBSG or RBS or any of their subsidiaries, individually or in the aggregate, are required to file beneficial ownership reports under Section 16(a) of the Securities Exchange Act of 1934, and should not be construed or interpreted as a concession or admission that such reports are required.

(2) The 10% Series B Convertible Senior Secured Notes Due 2015 ("Series B Notes") were converted at a rate of 16,187 shares of Common Stock per \$1000 of Series B Notes in accordance with the terms thereof as described in the Registration Statement on Form S-1 filed with the Securities and Exchange Commission on September 23, 2011.

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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