

Con-way Inc.
Form 4
August 20, 2014

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 *
Stotlar Douglas

(Last) (First) (Middle)
2211 OLD EARHART ROAD,
SUITE 100
(Street)

ANN ARBOR, MI 48105

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2014

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)
President & CEO

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 | 08/18/2014 | | M | | 413 ⁽¹⁾ A \$ 31.89 | 240,913 ⁽²⁾ | D |
| Common Stock | 08/18/2014 | | M | | 57,500 ⁽¹⁾ A \$ 46.65 | 298,413 ⁽²⁾ | D |
| Common Stock | 08/18/2014 | | M | | 40,000 ⁽¹⁾ A \$ 49.11 | 338,413 ⁽²⁾ | D |
| Common Stock | 08/18/2014 | | S | | 57,500 ⁽¹⁾ D \$ 51.6589 ⁽³⁾ | 280,913 ⁽²⁾ | D |
| Common Stock | 08/18/2014 | | S | | 413 ⁽¹⁾ D \$ 51.89 | 280,500 ⁽²⁾ | D |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|----------------------|-------------|---|--------|
| Common Stock | 08/18/2014 | S | <u>40,000</u> (1) | D | \$ 51.6272 (4) | 240,500 (2) | D | |
| Common Stock | 08/19/2014 | M | <u>39,037</u> (1) | A | \$ 31.89 | 279,537 (2) | D | |
| Common Stock | 08/19/2014 | S | <u>39,037</u> (1) | D | \$ 51.9173 (5) | 240,500 (2) | D | |
| Common Stock | | | | | | 15,464.3848 | I | 401(k) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 31.89 | 08/18/2014 | | M | 413 | 01/01/2012 | 02/07/2021 | Common Stock | 413 |
| Stock Option (Right to Buy) | \$ 31.89 | 08/19/2014 | | M | 39,037 | 01/01/2012 | 02/07/2021 | Common Stock | 39,037 |
| Stock Option (Right to Buy) | \$ 46.65 | 08/18/2014 | | M | 57,500 | 01/01/2008 | 01/29/2017 | Common Stock | 57,500 |
| Stock Option (Right to Buy) | \$ 49.11 | 08/18/2014 | | M | 40,000 | 12/17/2005 | 12/17/2014 | Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stotlar Douglas 2211 OLD EARHART ROAD, SUITE 100 ANN ARBOR, MI 48105 | | | President & CEO | |

Signatures

By: Jessica Carbullido For: Douglas W. Stotlar 08/20/2014

__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) The option exercise and sale of common stock reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Includes 105,808 Restricted Stock Units granted under a Con-way Inc. Equity and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock at vesting.
This transaction was executed in multiple trades at prices ranging from \$51.6500-\$51.7339. The price reported above reflects the average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) This transaction was executed in multiple trades at prices ranging from \$51.61-\$51.70. The price reported above reflects the average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) This transaction was executed in multiple trades at prices ranging from \$51.89-\$51.99. The price reported above reflects the average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5)

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.