

Stotlar Douglas
Form 4
February 09, 2012

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)
1717 NW 21ST AVE
(Street)

PORTLAND, OR 97209

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2012

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)
Director, 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or (D) Price | | |
| Restricted Stock | 02/07/2012 | | A | | 38,642 <u>(1)</u> | A | \$ 0 93,636 D |
| Common Stock | | | | | | | 97,372 D |
| Common Stock | | | | | | | 15,049.8366 I by 401(k) |

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

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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Employee Stock Option (right to buy) | \$ 43.93 | | | | | (2) | 04/25/2015 | Common Stock | 79,673 |
| Incentive Stock Option (right to buy) | \$ 20.27 | | | | | (3) | 01/26/2019 | Common Stock | 4,933 |
| Incentive Stock Option (right to buy) | \$ 31.89 | | | | | (3) | 02/07/2021 | Common Stock | 3,135 |
| Incentive Stock Option (right to buy) | \$ 44.09 | | | | | (3) | 01/28/2018 | Common Stock | 2,268 |
| Incentive Stock Option (right to buy) | \$ 46.65 | | | | | (3) | 01/29/2017 | Common Stock | 2,143 |
| Incentive Stock Option (right to buy) | \$ 55.2 | | | | | (4) | 01/22/2016 | Common Stock | 1,811 |
| Non-Qualified Stock Option (right to buy) | \$ 20.27 | | | | | (3) | 01/26/2019 | Common Stock | 170,580 |
| Non-Qualified Stock Option (right to buy) | \$ 31.38 | | | | | 01/01/2007 | 12/02/2012 | Common Stock | 16,000 |
| Non-Qualified Stock Option (right to buy) | \$ 31.89 | | | | | (3) | 02/07/2021 | Common Stock | 97,300 |
| Non-Qualified Stock Option | \$ 32.96 | | | | | 01/01/2008 | 12/15/2013 | Common Stock | 13,500 |

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- (6) 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. 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.