

KENNEDY W KEITH JR  
Form 4  
March 07, 2013

**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 \*  
KENNEDY W KEITH JR

(Last) (First) (Middle)

CON-WAY INC., 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)  
03/06/2013

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 and COB

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                    | 06/15/2012                           |  | J                              | V   | 2.124<br>(1)  | A  | \$ 34.98 38,103.124 D                                 |
| Common Stock                    | 09/14/2012                           |  | J                              | V   | 5.402<br>(1)  | A  | \$ 29.2499 38,108.526 D                               |
| Common Stock                    | 03/06/2013                           |  | M                              |   | 26,000  | A  | \$ 32.04 64,108.526 D                                 |
| Common Stock                    | 03/06/2013                           |  | M                              |   | 2,500   | A  | \$ 33.9 66,608.526 D                                  |
| Common Stock                    | 03/06/2013                           |  | S                              |   | 26,000  | D  | \$ 35.762<br>(2) 40,608.526 D                         |

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Common Stock    03/06/2013    S    2,500    D    \$ 35.784  
 (3)    38,108.526    D

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| NQ - Stock Option (Right to Buy)           | \$ 32.04   | 03/06/2013                           |  | M                              | 26,000  | 03/22/2006 03/22/2014                                    | Common Stock  | 26,000                     |
| NQ - Stock Option (Right to Buy)           | \$ 33.9  | 03/06/2013                           |  | M                              | 2,500   | 01/01/2006 01/01/2014                                    | Common Stock  | 2,500                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| KENNEDY W KEITH JR<br>CON-WAY INC.<br>2211 OLD EARHART ROAD, SUITE 100<br>ANN ARBOR, MI 48105 | X             |           | Director and COB |       |

## Signatures

By: Jessica Carbullido For: W. Keith Kennedy, Jr.    03/07/2013

\_\_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 a Con-way dividend reinvestment plan.

This transaction was executed in multiple trades at prices ranging from \$35.67-\$35.97. 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.

(2) This transaction was executed in multiple trades at prices ranging from \$35.67-\$35.94. 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.

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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