

Bianco Robert Leo Jr  
 Form 4  
 January 28, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Bianco Robert Leo Jr

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)  
 2211 OLD EARHART ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
 01/24/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

EVP & President

(Street)  
 ANN ARBOR, MI 48105

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	01/24/2013		M		7,125 <sup>(1)</sup>	A	\$ 32.96 67,616 D
Common Stock	01/24/2013		S		7,125 <sup>(1)</sup>	D	\$ 33.06 60,491 <sup>(2)</sup> D
Common Stock	03/15/2012		J	V	36.6762	A	\$ 33.4568 12,307.3199 I 401(k)
Common Stock	06/15/2012		J	V	34.7778	A	\$ 35.3884 12,342.0977 I 401(k)
Common Stock	09/14/2012		J	V	40.121	A	\$ 30.7622 12,382.2187 I 401(k)



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- (2) Includes 37,308 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.
- (3) The option vested in three equal annual installments, beginning on the January 1 following the date of the grant.

### **Remarks:**

Note: Also see attached Exhibit EX-24 Attachment 1.

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.