Con-way Inc. Form 4 August 20, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB APPROVAL** OMB 3235-0287

Number: January 31,

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Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

(Print or Type Responses)

1(b).

See Instruction

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		
(Last) (First) (Middle)		(Middle)	Con-way Inc. [CNW]  3. Date of Earliest Transaction	(Check all applicable)		
` '	, ,		(Month/Day/Year)	Director 10% Owner		
2211 OLD EARHART ROAD			08/18/2014	_X_ Officer (give title Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ANN ARROR MI 48105			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		

Person

#### ANN ARBOR, MI 48105

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	ırities Acqui	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Fransaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	08/18/2014		Code V M	Amount 8,081 (1)	(D)	Price \$ 44.09	65,094 (2)	D	
Common Stock	08/18/2014		S	8,081 (1)	D	\$ 51.0844 (3)	57,013 (2)	D	
Common Stock	08/19/2014		M	549 (1)	A	\$ 31.89	57,562 <u>(2)</u>	D	
Common Stock	08/19/2014		S	549 (1)	D	\$ 52	57,013 (2)	D	
Common Stock							12,608.6392	I	401(k)

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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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, cans, warrants, options, convertible securities)									
1. Title of	2.		3. Transaction Date 3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Titl		

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. Transactio Code (Instr. 8)	5. Number op for Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	f Derivative Expiration Date ecurities (Month/Day/Year) Acquired A) or Disposed of D) Instr. 3, 4,		7. Title and Amount of 8 Underlying Securities (Instr. 3 and 4) S	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 31.89	08/19/2014		M	549	01/01/2012	02/07/2021	Common Stock	549
Stock Option (Right to Buy)	\$ 44.09	08/18/2014		M	8,081	01/01/2009	01/28/2018	Common Stock	8,081

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	100% Oxymor	Officer	Other			

Director 10% Owner Officer Othe

Bianco Robert Leo Jr 2211 OLD EARHART ROAD ANN ARBOR, MI 48105

**EVP & President** 

### **Signatures**

By: Jessica Carbullido For: Robert L.

Bianco 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)** 

Reporting Owners 2

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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.

- Includes 37,088 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 \$51.00-\$51.33. 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. 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.