

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.

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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

