

THICKPENNY MARK C
Form 4
February 01, 2005

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 *
THICKPENNY MARK C

2. Issuer Name and Ticker or Trading Symbol
CNF INC [CNF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2005

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
VP-Treasurer

(Street)

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 (A) or (D) Price | | | |
| Common Stock | 01/31/2005 | | M | 4,066 A \$ 25.4375 | 4,066 | D | |
| Common Stock | 01/31/2005 | | S | 4,066 D \$ 47.0522 | 0 | D | |
| Common Stock | 01/31/2005 | | M | 6,000 A \$ 31.38 | 6,000 | D | |
| Common Stock | 01/31/2005 | | S | 6,000 D \$ 47.0522 | 0 | D | |
| Common Stock | 01/31/2005 | | M | 2,725 A \$ 32.96 | 2,725 | D | |

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Common Stock 01/31/2005 S 2,725 D \$ 47.0522 0 D
 Common Stock ⁽¹⁾ 746.0784 I by 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 25.4375 | 01/31/2005 | | M | 4,066 | ⁽²⁾ 08/01/2010 | Common Stock | 4,066 |
| Non-Qualified Stock Option (right to buy) | \$ 31.38 | 01/31/2005 | | M | 6,000 | ⁽³⁾ 12/02/2012 | Common Stock | 6,000 |
| Non-Qualified Stock Option (right to buy) | \$ 32.96 | 01/31/2005 | | M | 2,725 | ⁽³⁾ 12/15/2013 | Common Stock | 2,725 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|--------------|
| | Director | 10% Owner | Officer | Other |
| THICKPENNY MARK C | | | | VP-Treasurer |

Signatures

By: Gary S. Cullen, Attorne-in-Fact For: Mark C.
Thickpenny

02/01/2005

__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 the CNF Thrift and Stock Plan either as matching contributions or in lieu of cash dividends.
- (2) The option vests on 8/1/2005, or earlier if certain performance criteria were met. 1/3 of the options vested on 8/1/2001 and 2/3rds of the options are scheduled to vest on 8/1/2005.
- (3) The options vest in four quarterly annual installments beginning on January 1 following grant date.

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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