Pileggi Jennifer Form 4 February 10, 2010

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

January 31,

2005

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Person

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

SECURITIES

(Print or Type Responses)

1(b).

2. Issuer Name and Ticker or Trading Symbol Con-way Inc. [CNW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
3. Date of Earliest Transaction			
(Month/Day/Year)	Director 10% Owner		
02/09/2010	X Officer (give title Other (specify below) EVP, General Counsel & Sec		
	Evi, General Counsel & See		
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
	Symbol Con-way Inc. [CNW] 3. Date of Earliest Transaction (Month/Day/Year) 02/09/2010 4. If Amendment, Date Original		

SAN MATEO, CA 94403

(City)	(State)	(Zip) Tab	le I - N	on-I	Derivative S	ecurit	ies Acquired	l, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.				5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock (1)	09/15/2009		J	V	4.8607	A	\$ 44.4156	2,163.7113	I	by 401(k)
Common Stock (1)	10/07/2009		J	V	8.7061	A	\$ 37.746	2,172.4174	I	by 401(k)
Common Stock (1)	12/15/2009		J	V	6.4036	A	\$ 33.9252	2,178.821	I	by 401(k)
Common Stock (1)	09/15/2009		J	V	2.108	A	\$ 44.4156	938.3632	I	by Spouse
Common Stock (1)	10/07/2009		J	V	22.6999	A	\$ 37.746	961.0631	I	by Spouse

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Common Stock (1)	12/15/2009	J	V	2.8331	A	\$ 33.9252	963.8962	I	by Spouse
Common Stock (1)	01/07/2010	J	V	26.4896	A	\$ 34.834	990.3858	I	by Spouse
Restricted Stock (2)	02/09/2010	A		9,295	A	\$ 0	28,750	D	
Common Stock							11,836	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Stock Appreciation Rights (3)	\$ 28.92	02/09/2010		A	30,455	01/01/2011	02/09/2020	Common Stock	30,4

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Pileggi Jennifer 2855 CAMPUS DRIVE, SUITE 300 SAN MATEO, CA 94403			EVP, General Counsel & Sec				
Signatures							

By: Gary S. Cullen, Attorney-In-Fact For: Jennifer W. 02/10/2010 Pileggi

> **Signature of Reporting Person Date

Reporting Owners 2 Edgar Filing: Pileggi Jennifer - Form 4

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 Con-way Retirement Savings Plan either as matching contributions or in lieu of cash dividends.
- (2) Restricted Stock Units vest on the third anniversary of the grant date.
- (3) Cash-settled SARs vest in three equal annual installments beginning on January 1 following the date of grant and expire 10 years from the date of grant.

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.