

Schmidt Herbert J
Form 4
February 11, 2010

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 *
Schmidt Herbert J

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)
2855 CAMPUS DRIVE, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP & President - CNT

(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

SAN MATEO, CA 94403

(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 | 02/11/2010 | | M | | 1,644 | A | \$ 20.27 | 8,470 | D | |
| Common Stock | 02/11/2010 | | M | | 17,356 | A | \$ 20.27 | 25,826 | D | |
| Common Stock | 02/11/2010 | | S | | 19,000 | D | \$ 29.9768 | 6,826 | D | |
| Common Stock ⁽¹⁾ | 09/15/2009 | | J | V | 4.2452 | A | \$ 44.4156 | 1,889.7746 | I | by 401(k) |
| Common Stock ⁽¹⁾ | 12/15/2009 | | J | V | 5.5705 | A | \$ 33.9252 | 1,895.3451 | I | by 401(k) |

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Restricted Stock ⁽²⁾ 02/09/2010 A 10,767 A \$ 0 33,039 D

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 Underlying (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|-----|
| | | | | | | Date Exercisable | Expiration Date | Title | |
| | | | | | | Code | V | (A) | (D) |
| Incentive Stock Option (right to buy) | \$ 20.27 | 02/11/2010 | | M | 1,644 | 01/01/2010 | 01/26/2019 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 20.27 | 02/11/2010 | | M | 17,356 | 01/01/2010 | 01/26/2019 | Common Stock | |
| Stock Appreciation Rights ⁽³⁾ | \$ 28.92 | 02/09/2010 | | A | 35,279 | 01/01/2011 | 02/09/2020 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schmidt Herbert J 2855 CAMPUS DRIVE, SUITE 300 SAN MATEO, CA 94403 | | | EVP & President - CNT | |

Signatures

By: Gary S. Cullen, Attorney-In-Fact For: Herbert J. Schmidt
02/11/2010

**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 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.

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