

ROGERS ROBERT D
Form 4
February 09, 2009

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 *
ROGERS ROBERT D

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2009

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

SAN MATEO, CA 94403

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)
				(A) or (D)	Price		
Common Stock	02/05/2009		S	6,075	D	\$ 21.959 (1)	5,808 D
Common Stock	02/05/2009		S	100	D	\$ 21.38	5,471 I by Trust (2)
Common Stock	02/05/2009		S	100	D	\$ 21.42	5,371 I by Trust (2)
Common Stock	02/05/2009		S	100	D	\$ 21.43	5,271 I by Trust (2)
Common Stock	02/05/2009		S	200	D	\$ 21.46	5,071 I by Trust (2)

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Common Stock	02/05/2009	S	200	D	\$ 21.53	4,871	I	by Trust (2)
Common Stock	02/05/2009	S	100	D	\$ 21.54	4,771	I	by Trust (2)
Common Stock	02/05/2009	S	700	D	\$ 21.55	4,071	I	by Trust (2)
Common Stock	02/05/2009	S	400	D	\$ 21.56	3,671	I	by Trust (2)
Common Stock	02/05/2009	S	500	D	\$ 21.57	3,171	I	by Trust (2)
Common Stock	02/05/2009	S	900	D	\$ 21.58	2,271	I	by Trust (2)
Common Stock	02/05/2009	S	100	D	\$ 21.59	2,171	I	by Trust (2)
Common Stock	02/05/2009	S	525	D	\$ 21.61	1,646	I	by Trust (2)

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.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROGERS ROBERT D
2855 CAMPUS DRIVE, SUITE 300 X
SAN MATEO, CA 94403

Signatures

By: Gary S. Cullen, Attorney-in-Fact For: Robert D.
Rogers

02/09/2009

__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) Sale prices range from \$21.61 to \$22.39 per share.

(2) These shares are held in a trust in which the reporting person and his spouse are settlers, trustees and beneficiaries.

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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