

Con-way Inc.
Form 4
November 12, 2008

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 *
Pileggi Jennifer

(Last) (First) (Middle)

2855 CAMPUS DRIVE, SUITE 300

(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Con-way Inc. [CNW]

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2008

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)

SVP, General Counsel & Sec

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		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	11/10/2008		P		1,000	A	\$ 29.178	11,836	D	
Common Stock ⁽¹⁾	03/14/2008		J	V	2.601	A	\$ 47.4294	1,236.1778	I	by 401(k)
Common Stock ⁽¹⁾	04/03/2008		J	V	82.2991	A	\$ 50.023	1,318.4769	I	by 401(k)
Common Stock ⁽¹⁾	06/13/2008		J	V	2.7564	A	\$ 47.8351	1,321.2333	I	by 401(k)
Common Stock ⁽¹⁾	07/03/2008		J	V	37.8818	A	\$ 46.7652	1,359.1151	I	by 401(k)

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Common Stock <u>(1)</u>	09/12/2008	J	V	2.8746	A	\$ 47.2804	1,361.9897	I	by 401(k)
Common Stock <u>(1)</u>	03/14/2008	J	V	1.2543	A	\$ 47.4294	595.9644	I	by Spouse
Common Stock <u>(1)</u>	04/03/2008	J	V	20.3834	A	\$ 50.023	616.3478	I	by Spouse
Common Stock <u>(1)</u>	06/13/2008	J	V	1.2885	A	\$ 47.8351	617.6363	I	by Spouse
Common Stock <u>(1)</u>	07/03/2008	J	V	15.5109	A	\$ 46.7652	633.1472	I	by Spouse
Common Stock <u>(1)</u>	09/12/2008	J	V	1.3392	A	\$ 47.2804	634.4864	I	by Spouse
Common Stock <u>(1)</u>	10/08/2008	J	V	20.6723	A	\$ 35.2984	655.1587	I	by Spouse

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

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(9-02)

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. P... Der... Sec... (Ins...)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Series B Preferred Stock	(2)	04/03/2008		J	V 4.54	(2) (2)	Common Stock	4.54 \$
Series B Preferred Stock	(2)	07/01/2008		J	V 4.4884	(2) (2)	Common Stock	4.4884 \$
Series B Preferred Stock	(2)	07/03/2008		J	V 2.1109	(2) (2)	Common Stock	2.1109 \$
Series B Preferred	(2)	04/03/2008		J	V 1.1245	(2) (2)	Common Stock	1.1245 \$

Stock										
Series B Preferred Stock	(2)	07/01/2008	J	V	1.4474	(2)	(2)	Common Stock	1.4474	\$
Series B Preferred Stock	(2)	07/03/2008	J	V	0.8643	(2)	(2)	Common Stock	0.8643	\$
Series B Preferred Stock	(2)	10/08/2008	J	V	0.8358	(2)	(2)	Common Stock	0.8358	\$

Reporting Owners

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

Signatures

Jennifer W. Pileggi
11/11/2008

**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.
- These shares were acquired under the Con-way Retirement Savings Plan as matching contributions or in lieu of cash dividends on other Series B preferred. Each Series B share converts to 4.708 shares of common stock at the option of the Trustee. Upon termination of plan participation each Series B preferred share, with a market value of \$152.10, is converted to the equivalent number of common shares, but in no event fewer than 4.708 shares.
- (2)

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