

Lehmkuhl Walter G
 Form 3
 September 22, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Lehmkuhl Walter G | | (Month/Day/Year) | Con-way Inc. [CNW] | |
| (Last) | (First) | (Middle) | 09/20/2011 | |
| 1717 NW 21ST AVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PORTLAND,Â ORÂ 97209 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Executive Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 135 | D | Â |
| Common Stock | 924.7327 | I | by 401(k) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|---------------|---------------------------------------|---|
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u> | 01/26/2019 | Common Stock | 12,085 | \$ 20.27 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u> | 02/07/2021 | Common Stock | 14,455 | \$ 31.89 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(2)</u> | 01/28/2018 | Common Stock | 6,052 | \$ 44.09 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(2)</u> | 01/24/2015 | Common Stock | 4,300 | \$ 46.02 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(2)</u> | 01/29/2017 | Common Stock | 6,500 | \$ 46.65 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(2)</u> | 10/17/2015 | Common Stock | 8,000 | \$ 51.72 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(2)</u> | 01/22/2016 | Common Stock | 3,000 | \$ 55.2 | D | Â |
| Restricted Stock Units | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 21,382 | \$ <u>(4)</u> | D | Â |
| Stock Appreciation Rights | Â <u>(5)</u> | 02/09/2020 | Common Stock | 14,165 | \$ 28.92 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lehmkuhl Walter G 1717 NW 21ST AVE PORTLAND,Â ORÂ 97209 | Â | Â | Â Executive Vice President | Â |

Signatures

By: Jessica Carbullido For: Walter G.
Lehmkuhl 09/22/2011

 **Signature of Reporting Person

____ Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The option vests in three equal annual installments beginning January 1 following the date of grant.
- (2) The option is fully vested and exercisable.
- (3) The total share amount represents restricted stock unit awards granted on 1/26/2009, 2/9/2010, and 2/7/2011. These RSUs vest on the third anniversary of the grant date. The shares will be delivered to the reporting person upon vest of RSUs.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock at no cost to the reporting person.

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- (5) 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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