

Con-way Inc.
Form 4/A
February 01, 2007

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 *
THICKPENNY MARK C

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)
03/14/2006

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

(Street)
SAN MATEO, CA 94403

4. If Amendment, Date Original Filed (Month/Day/Year)
01/31/2007

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 | | 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 ⁽¹⁾ | 03/14/2006 | | J | V | 0.0027 | A | \$ 53.0847 | 1.4283 | I | by 401(k) |
| Common Stock ⁽¹⁾ | 04/04/2006 | | J | V | 15.9365 | A | \$ 51.1644 | 17.3648 | I | by 401(k) |
| Common Stock ⁽¹⁾ | 06/14/2006 | | J | V | 0.0314 | A | \$ 55.3139 | 17.3962 | I | by 401(k) |
| Common Stock ⁽¹⁾ | 07/05/2006 | | J | V | 12.1928 | A | \$ 58.2244 | 29.589 | I | by 401(k) |
| Common Stock ⁽¹⁾ | 09/14/2006 | | J | V | 0.0636 | A | \$ 46.5653 | 29.6526 | I | by 401(k) |

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Common Stock ⁽¹⁾ 10/03/2006 J V 16.2274 A \$ 44.4668 45.88 I by 401(k)

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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Rights ⁽²⁾ | ⁽³⁾ | 01/29/2007 | | J V | 7,356 ⁽³⁾ | ⁽³⁾ ⁽³⁾ | Common Stock | 7,356 |
| Series B Preferred Stock | ⁽⁴⁾ | 04/04/2006 | | J V | 2.0366 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock | 2.0366 |
| Series B Preferred Stock | ⁽⁴⁾ | 07/03/2006 | | J V | 3.2836 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock | 3.2836 |
| Series B Preferred Stock | ⁽⁴⁾ | 07/05/2006 | | J V | 2.1018 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock | 2.1018 |
| Series B Preferred Stock | ⁽⁴⁾ | 10/03/2006 | | J V | 2.0251 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock | 2.0251 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| THICKPENNY MARK C 2855 CAMPUS DRIVE, SUITE 300 SAN MATEO, CA 94403 | | | VP & Treasurer | |

Signatures

By: Gary S. Cullen, Attorney-in-Fact For: Mark C.
Thickpenny

02/01/2007

__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) This grant of performance rights is an amendment to replace the transaction originally reported in Table I as an acquisition for 3,829 shares.

Each performance right represents a contingent right to receive one share of Con-way Inc. common stock. The performance rights shown
- (3) represent the maximum number of units that can vest at the end of three years, subject to certain performance criteria being met. All vested performance rights are payable in shares of Con-way Inc. common stock, except fractional shares will be settled in cash.

These shares were acquired under the Con-way Retirement Savings Plan as matching contributions or in lieu of cash dividends on other
- (4) 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.

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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