

Pileggi Jennifer  
 Form 4  
 November 23, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Pileggi Jennifer

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)  
 11/19/2010

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

EVP, General Counsel & Sec

(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	11/19/2010		M		10,000	A	\$ 20.27	21,836	D
Common Stock	11/19/2010		S		10,000	D	\$ 33.1517	11,836	D
Common Stock <sup>(1)</sup>	03/12/2010		J	V	6.0515	A	\$ 35.338	2,184.8725	I by 401(k)
Common Stock <sup>(1)</sup>	04/07/2010		J	V	105.2901	A	\$ 35.338	2,290.1626	I by 401(k)
Common Stock <sup>(1)</sup>	06/15/2010		J	V	6.8727	A	\$ 33.322	2,297.0353	I by 401(k)

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Common Stock <u>(1)</u>	07/08/2010	J	V	85.5707	A	\$ 29.946	2,382.606	I	by 401(k)
Common Stock <u>(1)</u>	09/15/2010	J	V	8.2473	A	\$ 28.8904	2,390.8533	I	by 401(k)
Common Stock <u>(1)</u>	10/06/2010	J	V	34.577	A	\$ 30.852	2,425.4303	I	by 401(k)
Common Stock <u>(1)</u>	03/12/2010	J	V	2.7508	A	\$ 35.338	993.1366	I	by Spouse
Common Stock <u>(1)</u>	04/07/2010	J	V	44.2037	A	\$ 35.338	1,037.3403	I	by Spouse
Common Stock <u>(1)</u>	06/15/2010	J	V	3.1129	A	\$ 33.322	1,040.4532	I	by Spouse
Common Stock <u>(1)</u>	07/08/2010	J	V	29.2179	A	\$ 29.946	1,069.6711	I	by Spouse
Common Stock <u>(1)</u>	09/15/2010	J	V	3.7026	A	\$ 28.8904	1,073.3737	I	by Spouse
Common Stock <u>(1)</u>	10/06/2010	J	V	28.4665	A	\$ 30.852	1,101.8402	I	by Spouse

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

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SEC 1474  
(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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 20.27	11/19/2010		M	10,000	01/01/2010	01/26/2019	Common Stock	10

## Reporting Owners

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

## Signatures

Jennifer W. Pileggi  
11/23/2010

\*\*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.
- 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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