

# 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

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. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Lehmkuhl, Walter G</b>			<b>Con-way Inc. (CNW)</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)                      (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction Required to be Reported (Month/Day/Year)		<b>Executive Vice President</b>	
<b>2211 Old Earhart Road</b>			<b>2/07/2012</b>			
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>Ann Arbor, MI 48105 USA</b>					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans- action Date  (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action 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. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								6,443.0000	D	
Common Stock								928.0780	I	by 401(k)
Restricted Stock	02/07/12		A		12,963.0000 (1)	A	\$0.00000	32,994.0000 (2)	D	

**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 Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$20.27000							(3)	01/26/19	Common Stock	12,085.0000		12,085.0000	D	
Non-Qualified Stock Option (right to buy)	\$25.13000							(4)	09/20/21	Common Stock	6,821.0000		6,821.0000	D	
Non-Qualified Stock Option (right to buy)	\$31.89000							(3)	02/07/21	Common Stock	14,455.0000		14,455.0000	D	
Non-Qualified Stock Option (right to buy)	\$44.09000							(5)	01/28/18	Common Stock	6,052.0000		6,052.0000	D	
Non-Qualified Stock Option (right to buy)	\$46.02000							(5)	01/24/15	Common Stock	4,300.0000		4,300.0000	D	
Non-Qualified Stock Option (right to buy)	\$46.65000							(5)	01/29/17	Common Stock	6,500.0000		6,500.0000	D	
Non-Qualified Stock Option (right to buy)	\$51.72000							(5)	10/17/15	Common Stock	8,000.0000		8,000.0000	D	
Non-Qualified Stock Option (right to buy)	\$55.20000							(5)	01/22/16	Common Stock	3,000.0000		3,000.0000	D	
Stock Appreciation Rights	\$28.92000							(6)	02/09/20	Common Stock	14,165.0000		14,165.0000	D	

Explanation of Responses:

See continuation page(s) for footnotes

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

\* 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).

By: Jessica Carbullido For: Walter G. Lehmkuhl

02/09/2012

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

\*\*Signature of Reporting Person

Date

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

- (1) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (2) Includes 20,031 restricted stock units previously reported on Table II.
- (3) The option vests in three equal annual installments beginning January 1 following the date of grant.
- (4) The options will vest in three equal annual installments, beginning one year from the date of grant.
- (5) The option is fully vested and exercisable.
- (6) 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.