

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

**FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 23, 2007

Con-way Inc.

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>1-5046</u> (Commission File Number)	<u>94-1444798</u> (IRS Employer Identification No.)
<u>2855 Campus Drive, Suite 300, San Mateo, California</u> (Address of principal executive offices)		<u>94403</u> (Zip Code)

Registrant's telephone number, including area code: **(650) 378-5200**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS

On August 23, 2007, Con-way Inc. (the "Company") completed the previously announced acquisition of Transportation Resources, Inc. ("TRI"), a privately-held Missouri corporation, pursuant to the Agreement and Plan of Merger (the "Merger Agreement") by and among the Company, Seattle Acquisition Corporation, a newly formed Missouri corporation and wholly owned subsidiary of the Company ("Merger Sub"), the Shareholders' Agent (as defined in the Merger Agreement) and certain shareholders (the "Selling Shareholders") of TRI. The acquisition of TRI was consummated by merging Merger Sub with and into TRI with TRI surviving as a wholly-owned subsidiary of the Company. The merger was consummated for \$750 million in cash. The final purchase price is subject to additional post-closing adjustments pursuant to and in accordance with the Merger Agreement.

The description of the TRI acquisition set forth above does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement that was filed by the Company as Exhibit 10.1 to the Quarterly Report on Form 10-Q filed on August 7, 2007.

ITEM 7.01 REGULATION FD DISCLOSURE.

On August 23, 2007, the Company issued a press release announcing that it completed the acquisition of TRI. A copy of the press release is attached hereto as Exhibit 99.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of Businesses Acquired.

The financial statements required by Item 9.01(a) of Form 8-K will be filed pursuant to an amendment to this Current Report within 71 calendar days after the date on which this Current Report is required to be filed.

(b) Pro forma financial information.

Pro forma financial information required by Item 9.01(b) of Form 8-K will be filed pursuant to an amendment to this Current Report within 71 calendar days after the date on which this Current Report is required to be filed.

(d) Exhibits

<u>EXHIBIT NUMBER</u>	<u>EXHIBIT TITLE OR DESCRIPTION</u>
EX 99	Press Release dated August 23, 2007

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CON-WAY INC.

By: /s/ Jennifer W. Pileggi

Name: Jennifer W. Pileggi

Title: Senior Vice President

General Counsel & Secretary

Date: August 23, 2007



FOR IMMEDIATE RELEASE

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Con-way Completes Acquisition of Contract Freighters, Inc.

*\$750 Million Acquisition Expands Capabilities, Creates Unique Transportation
and Logistics Enterprise*

SAN MATEO, Calif., and JOPLIN, Mo. — Aug. 23, 2007 — Con-way Inc. (NYSE:CNW) today announced that it has completed its \$750 million acquisition of Contract Freighters, Inc. (CFI), a privately held North American truckload carrier based in Joplin, Mo. The acquisition adds to Con-way's portfolio a respected, well-managed company with significant market share and a substantial presence in the truckload market with its 3,000 employees and a fleet of more than 2,600 tractors and 7,000 trailers.

The acquisition positions Con-way as a unique enterprise in the freight transportation industry, offering market-leading less-than-truckload (LTL), truckload (TL) and supply chain management services with a diverse suite of high-value solutions for shippers in North America as well as globally, noted Douglas W. Stotlar, president and CEO, Con-way Inc.

"CFI is a highly strategic acquisition that immediately establishes us as a major player in the truckload market and strengthens our capabilities as a premier provider of freight transportation and supply chain solutions," Stotlar said. "We are positioning this company for growth on a global scale — one with differentiated yet complementary service offerings, and an excellent foundation for increasing shareholder value. I'm very pleased to officially welcome CFI's 3,000 employees to the Con-way organization."

CFI joins the existing Con-way Truckload to form a business unit expected to generate some \$500 million in annual revenues. The division, combined with Con-way's LTL carrier Con-way Freight and global supply chain services provider Menlo Worldwide, offers customers a suite of transportation and logistics services that can cover "first-mile" sourcing in Asia or Europe to "last-mile" delivery in North America.

"As part of the Con-way enterprise, we're presented with exciting opportunities to accelerate our growth, penetrate new markets and provide a wider array of services to our customers," said Herb Schmidt, CFI's president. "We can now enjoy the benefits of Con-way's strong brand, extensive infrastructure and broad service offering. We're proud to join an organization with values and service philosophies similar to those that have served us well for many years, and which we will continue to embrace."

On July 16, Con-way announced its intent to acquire CFI's parent holding company, Transportation Resources, Inc., CFI and all other subsidiaries of the parent holding company. The company expects to provide financial statements for CFI and pro-forma consolidated financials including CFI before the end of the third quarter. The company's consolidated financial statements presented with Con-way's third quarter earnings report will include CFI's results from the date of closing.

The acquisition was funded with existing cash resources together with proceeds from debt financing.

About Con-way Inc.

Con-way Inc. (NYSE: CNW) is a \$4.2 billion freight transportation and logistics services company headquartered in San Mateo, Calif. Named FORTUNE magazine's "Most Admired Company" in transportation and logistics for 2007, Con-way delivers industry-leading services through three primary operating companies: Con-way Freight, Con-way Truckload Services and Menlo Worldwide. These operating units provide high-performance, day-definite less-than-truckload (LTL) and full truckload and intermodal freight transportation, as well as logistics, warehousing and supply chain management services, and trailer manufacturing. Con-way Inc. and its subsidiaries operate from more than 500 locations across North America and in 20 countries. For more information about Con-way, visit www.con-way.com.

FORWARD-LOOKING STATEMENTS

Certain statements in this press release constitute "forward-looking statements" and are subject to a number of risks and uncertainties and should not be relied upon as predictions of future events. All statements other than statements of historical fact are forward-looking statements, including any projections and objectives of management for future operations, any statements concerning proposed new products or services, any statements regarding Con-way's estimated future contributions to pension plans, any statements as to the adequacy of reserves, any statements regarding the outcome of any claims that may be brought against Con-way, any statements regarding future economic conditions or performance, any statements of estimates or belief, any statements regarding the acquisition of Transportation Resources, Inc. and its subsidiaries, including Contract Freighters, Inc. (collectively, "CFI"), and related financing, and any statements or assumptions underlying the foregoing. Specific factors that could cause actual results and other matters to differ materially from those discussed in such forward-looking statements include: changes in general business and economic conditions, the creditworthiness of Con-way's customers and their ability to pay for services rendered, increasing competition and pricing pressure, changes in fuel prices or fuel surcharges and the effect of recently-filed litigation alleging that Con-way engaged in price fixing of fuel surcharges in violation of Federal antitrust

laws, the effects of the cessation of the air carrier operations of Emery Worldwide Airlines, the possibility that Con-way may, from time to time, be required to record impairment charges for long-lived assets, the acquisition of CFI and related financing (including without limitation risks relating to the financing, integration risks and risks that acquisition synergies are not realized), the possibility of defaults under Con-way's \$400 million credit agreement, \$500 million bridge credit agreement, and other debt instruments (including without limitation defaults resulting from unusual charges), and the possibility that Con-way may be required to repay certain indebtedness in the event that the ratings assigned to its long-term senior debt by credit rating agencies are reduced, labor matters, enforcement of and changes in governmental regulations, environmental and tax matters, matters relating to the 1996 spin-off of Consolidated Freightways Corporation ("CFC"), including the possibility that CFC's multi-employer pension plans may assert claims against Con-way, matters relating to the sale of Menlo Worldwide Forwarding, Inc., including Con-way's obligation to indemnify the buyer for certain losses in connection with the sale, and matters relating to Con-way's defined benefit pension plans. The factors included herein and in Item 7 of Con-way's 2006 Annual Report on Form 10-K as well as other filings with the Securities and Exchange Commission could cause actual results and other matters to differ materially from those in such forward-looking statements. As a result, no assurance can be given as to future financial condition, cash flows, or results of operations.