

**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 Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transactions(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				
Phantom Stock (3)	0	6/13/2003	6/13/2003	A		70.0100		8/8/1988	8/8/1988	Common Stock	70.0100	29.1	20,442.8800	I	DCP Plan-Phantom Stock Units
Series B Preferred Stock (4)	0	3/14/2003	3/14/2003	J	V	4.2250		8/8/1988	8/8/1988	Convertible to Common	4.2250	152.10	238.1540	I	401(k) Plan

Explanation of Responses:

- These shares were acquired under the CNF Thrift and Stock Plan at a price of \$30.45 per share, in a transaction that was exempt from Section 16(b) by virtue of Rule 16(b)-3.
- In addition to the 1,355,473 shares of common stock held indirectly in the 401(k) Plan, 22,418 shares of common stock are directly held and 25,977 shares of common stock are held indirectly in a trust account in which the reporting person and his spouse are the settlors, trustees and beneficiaries.
- Column 2 = Phantom stock shares have a one for one conversion. Column 6 = Units of phantom stock are payable in shares of CNF stock following termination of the reporting person's employment with CNF. Column 7 = Acquired by reinvestment of dividend-equivalents on dividend date pursuant to CNF's deferred compensation plan.
- Column 1 and 6 = Each Series B share converts (1) to 4.708 shares of common stock at the option of the Trustee; or (2) upon termination of plan participation by a participant credited with Series B preferred shares, for each such Series B preferred share, as many common shares as equal in their market value \$152.10, but in no event less than 4.708 shares. Column 7 = These shares were acquired under the CNF Thrift and Stock Plan as matching contributions and in lieu of cash dividends on other Series B preferred. Series B preferred shares are issued to and held only by an ESOP trustee.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
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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6/13/2003

**Signature of Reporting Person
Gary S. Cullen, Attorney-in-Fact

Date