



**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g. puts, calls, warrants, options, convertible securities)*

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|---|---|-----------------------------------|---|--|-----|---|-----------------|--|----------------------------|---|---|--|---|
|   |  |   |   | Code                              | V | (A)  | (D) | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |   |   |  |   |
|   |  |   |   |                                   |   |  |     |   |                 |  |                            |   |   |  |   |
| Series B Preferred Stock                      | (3)  | 04/03/08                                |   | J                                 | V | 3.5044   |     | (3)   | (3)             | Common Stock   | 3.5044                     | \$152.10000                                   | 3.5044  | I  | by 401(k)   |
|   |  |   |   |                                   |   |  |     |   |                 |  |                            |   |   |  |   |
|   |  |   |   |                                   |   |  |     |   |                 |  |                            |   |   |  |   |
|   |  |   |   |                                   |   |  |     |   |                 |  |                            |   |   |  |   |
|   |  |   |   |                                   |   |  |     |   |                 |  |                            |   |   |  |   |
|   |  |   |   |                                   |   |  |     |   |                 |  |                            |   |   |  |   |
|   |  |   |   |                                   |   |  |     |   |                 |  |                            |   |   |  |   |
|   |  |   |   |                                   |   |  |     |   |                 |  |                            |   |   |  |   |
|   |  |   |   |                                   |   |  |     |   |                 |  |                            |   |   |  |   |
|   |  |   |   |                                   |   |  |     |   |                 |  |                            |   |   |  |   |
|   |  |   |   |                                   |   |  |     |   |                 |  |                            |   |   |  |   |
|   |  |   |   |                                   |   |  |     |   |                 |  |                            |   |   |  |   |

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: Gary S. Cullen For: Herbert J. Schmidt

05/14/2008

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

Persons who 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) These shares were acquired under a company-sponsored 401k plan either as matching contributions or in lieu of cash dividends.
- (2) These shares were acquired under the Con-way Retirement Savings Plan in a discretionary transaction.
- (3) These shares were acquired under a company-sponsored 401k plan as matching contributions or in lieu of cash dividends on other 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.