

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

July 23, 2009

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Date of Report (Date of earliest event reported)

Con-way Inc.

-----  
(Exact name of registrant as specified in its charter)

Delaware	1-5046	94-1444798
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

2855 Campus Drive, Suite 300, San Mateo, California 94403

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(Address of principal executive offices)  
(zip code)

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

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(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 obligations of the registrant under any of the following provisions (see General Instruction A.2 below):

- 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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On July 23, 2009, Con-way Inc. issued a press release announcing results of operations for the quarter ended June 30, 2009, which is being furnished to the U.S. Securities and Exchange Commission. A copy of the press release is attached hereto as Exhibit 99 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

Exhibit No. -----	Description -----
EX 99	Press release issued on July 23, 2009

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.  
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(Registrant)

July 23, 2009

/s/ Stephen L. Bruffett  
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Stephen L. Bruffett  
Senior Vice President, Chief Financial Officer

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EXHIBIT 99

Con-way

NEWS RELEASE

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CON-WAY INC. REPORTS SECOND-QUARTER 2009 RESULTS

SAN MATEO, Calif.-July 23, 2009-Con-way Inc. (NYSE:CNW) today reported net income to common shareholders for the second quarter of 2009 of \$31.5 million (after preferred stock dividends), or 64 cents per diluted share. The results compared to second-quarter 2008 net income to common shareholders (after preferred stock dividends) of \$48.7 million, or \$1.02 per diluted share. The 2008 second-quarter net income included a net gain from discontinued operations of 4 cents per diluted share.

Revenue in the 2009 second quarter was \$1.06 billion, a decrease of 21.2 percent from last year's revenue of \$1.34 billion. Operating income in the 2009 second quarter was \$66.0 million, a decrease of 30.5 percent compared to \$94.9 million earned in the second quarter a year ago.

Commenting on the quarter, Con-way President and CEO Douglas W. Stotlar said,

"Despite the challenges of the recessionary economy and a weak freight market, we returned the company to profitability. These results are a testament to the solid execution by Con-way's employees at all of our business units, and the benefit of cost-reduction measures implemented in April."

Con-way Freight, the company's less-than-truckload (LTL) unit, saw its volumes improve sequentially each month in the quarter. "Con-way Freight's reliable service performance, coupled with successful sales execution is driving an uptick in market share," he said. "While there was some benefit from normal seasonality, the consistent month-to-month sequential growth was an encouraging trend. However, until the market's excess capacity is resolved, we expect the pricing environment to remain competitive."

Menlo Worldwide Logistics delivered a solid quarter. "Recessionary times provide opportunities for logistics companies, and Menlo has done a good job helping its customers weather the downturn," Stotlar said. "Menlo's quarterly performance can be attributed to new contract wins, continued operational excellence and prudent cost management."

Con-way Truckload continued to manage effectively through a difficult market for full-truckload services. "The volume of shipper bid activity moderated from what we saw in the first quarter but weak demand and over-capacity kept pricing under pressure," Stotlar noted. "Our truckload unit took steps in the quarter to right-size its fleet, selling 195 older tractors and aligning its resource base closer to market demand. Con-way Truckload remains well positioned as a premium service provider with sound operations, a loyal customer base and excellent cost controls."

The effective tax rate for the 2009 second quarter was 33.1 percent compared to 39.7 percent in the same period of 2008. The 2009 tax rate was lower due to the effect of discrete tax benefits.

#### FREIGHT

For the 2009 second quarter, Con-way Freight, the company's less-than-

truckload operation, reported:

- \* Operating income of \$49.0 million, a decrease of 36.7 percent from the \$77.4 million earned in the year-ago period. The quarter benefited from the earlier-mentioned expense reductions as well as effective sales initiatives and strong operational execution.
- \* Revenues of \$638.0 million, a 22.6 percent decrease from last year's second-quarter revenues of \$824.0 million.
- \* Tonnage per day handled by Con-way Freight decreased 7.0 percent from the previous-year second quarter, reflecting continued weak demand.
- \* Yield for Con-way Freight declined 17.4 percent from the previous-year second quarter. Excluding the fuel surcharge, yield decreased 6.7 percent. Competitive pricing conditions driven by excess market capacity continued to dampen yield comparisons.
- \* Con-way Freight recorded an operating ratio of 92.5 in the 2009 second quarter compared to 90.8 in second-quarter 2008.

#### LOGISTICS

For the second quarter of 2009, Menlo Worldwide Logistics, the company's global logistics and supply chain management operations, reported:

- \* Operating income of \$7.8 million, a 57.4 percent increase from \$5.0 million earned in the second quarter of 2008. Excellent cost controls across all of Menlo's industry vertical groups benefited the 2009 second-quarter operating income, while income for the previous-year second quarter was reduced by write downs on two customer contracts.
- \* Revenue of \$327.0 million, down 13.3 percent from previous-year second-quarter revenue of \$377.1 million.
- \* Net revenue of \$126.7 million was essentially flat compared to \$126.6

million in the previous-year second quarter. Net revenue performance benefited from new contract wins which helped offset recession-induced declines in transactional volumes and pricing pressures from existing accounts.

#### TRUCKLOAD

For the second quarter of 2009, Con-way Truckload, the company's full-truckload transportation operation, reported:

- \* Operating income of \$6.9 million, a 44.7 percent decline from last year's operating income of \$12.4 million. Results included an asset disposition loss of \$2.5 million from the sale of 195 tractors as fleet capacity was realigned for market conditions, and a \$1.0 million write-down related to the 2007 CFI acquisition.
- \* Revenue of \$89.8 million was down 34.6 percent compared to 2008 revenues of \$137.4 million. The quarterly revenue reflects the elimination of inter-company revenues of \$53.5 million in 2009 and \$44.2 million in 2008. The truckload market continued to experience soft demand exacerbated by excess capacity.
- \* Operating ratio on revenue, before inter-company eliminations and exclusive of fuel surcharges, was 94.7 compared to last year's operating ratio of 90.6.

#### CON-WAY OTHER

Con-way Other includes other corporate activities and its Road Systems, Inc. trailer manufacturing unit. These activities had \$2.3 million of income during the current quarter. Income in the previous year quarter was not material.

#### INVESTOR CONFERENCE CALL

Con-way will host a conference call for the investment community tomorrow, Friday, July 24 at 8:30 a.m. Eastern Daylight Time (5:30 a.m. Pacific).

The call can be accessed by dialing (866) 264-3634 or (706) 643-3632 (for international callers) and is expected to last approximately one hour. Callers are requested to dial in at least five minutes before the start of the call. The call will also be available through a live internet webcast at [www.con-way.com](http://www.con-way.com), in the investor relations section.

An audio replay will be available for two weeks following the call by dialing (800) 642-1687 or (706) 645-9291 (for international callers) and using access code 16750024. An Internet replay of the presentation will also be available at the Con-way site.

The company also reiterated that it will be changing the timing of future earnings releases and conferences calls. Beginning with the 2009 third quarter, earnings results will be published within four to five weeks following the close of the quarter. The move is being made to narrow the gap between when the company issues earnings announcements and the filing of quarterly Form 10-Q and annual Form 10-K statements.

The company will provide details on the release date for third quarter 2009 results in late September.

Con-way Inc. (NYSE:CNW) is a \$5 billion freight transportation and logistics services company headquartered in San Mateo, Calif. A diversified transportation company, Con-way delivers industry-leading services through three primary operating companies: Con-way Freight, Con-way Truckload and Menlo Worldwide Logistics. These operating units provide high-performance, day-definite less-than-truckload and full truckload and multimodal 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 us on the Web at [www.con-way.com](http://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 of earnings, revenues, weight, yield, volumes, income or other financial or operating items, all statements of the plans, strategies, expectations or objectives of Con-way's management for future operations or other future items, 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 legal and other claims and proceedings that may be brought against Con-way, any statements regarding future economic conditions or performance, any statements regarding strategic acquisitions, any statements of estimates or belief, 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, increasing competition and pricing pressure, the creditworthiness of Con-way's customers and their ability to pay for services rendered, changes in fuel prices or fuel surcharges, the possibility that Con-way may, from time to time, be required to record impairment charges for goodwill, in tangible assets and other long-lived assets, the possibility of defaults under Con-way's \$400 million credit agreement and other debt instruments (including without limitation defaults resulting from unusual charges), uncertainty in the credit markets, including the effect on Con-way's ability to refinance indebtedness as and when it becomes due, labor matters, enforcement of and changes in governmental regulations or legislation which potentially could result in an adverse impact on the company, environmental and tax matters, matters relating to the 1996 spin-off of Consolidated Freightways Corporation ("CFC"), and matters relating to Con-way's defined benefit pension plans, including the effect on the plans of changes in discount rates and in the value of plan assets. The factors included herein and in Item 7 of Con-way's 2008 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.

Con-way Inc.  
Statements of Operating Results  
(Dollars in thousands except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
<b>REVENUES</b>				
Freight	\$ 637,951	824,008	1,197,684	1,567,328
Logistics [a]	326,955	377,138	643,432	718,598
Truckload	89,767	137,363	175,809	253,332
Other	1,660	1,176	2,340	2,008
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	\$1,056,333	1,339,685	2,019,265	2,541,266
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<b>OPERATING INCOME (LOSS)</b>				
Freight	\$ 48,994	77,375	25,607	113,452
Logistics	7,799	4,954	12,773	11,217
Truckload [b]	6,879	12,436	(125,799)	22,712
Other	2,294	95	3,073	1,487
	-----	-----	-----	-----
	65,966	94,860	(84,346)	148,868
	-----	-----	-----	-----
Other Expense, net	16,581	13,869	32,094	28,078
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Income (Loss) before				
Income Tax Provision	49,385	80,991	(116,440)	120,790
Income Tax Provision	16,346	32,185	2,870	47,872

Income (Loss) from Continuing Operations	33,039	48,806	(119,310)	72,918
Discontinued Operations, net of tax				
Gain from Disposal	-	1,609	-	1,609
	-	1,609	-	1,609
Net Income (Loss)	33,039	50,415	(119,310)	74,527
Preferred Stock Dividends	1,572	1,717	3,189	3,373
NET INCOME (LOSS) APPLICABLE TO COMMON SHAREHOLDERS	\$ 31,467	48,698	(122,499)	71,154
NET INCOME (LOSS) FROM CONTINUING OPERATIONS APPLICABLE TO COMMON SHAREHOLDERS	\$ 31,467	47,089	(122,499)	69,545

#### Weighted-Average Common Shares Outstanding

Basic	46,171,511	45,371,033	46,067,761	45,300,860
Diluted	50,778,937	48,226,467	46,067,761	48,203,635

#### Earnings (Loss) Per Common Share

##### Basic

Net Income (Loss) Applicable to Common Shareholders	\$ 0.68	\$ 1.04	\$ (2.66)	\$ 1.54
Gain from Disposal	-	0.03	-	0.03
	\$ 0.68	\$ 1.07	\$ (2.66)	\$ 1.57

##### Diluted

Net Income (Loss) Applicable to Common Shareholders	\$ 0.64	\$ 0.98	\$ (2.66)	\$ 1.45
Gain from Disposal	-	0.04	-	0.04
	\$ 0.64	\$ 1.02	\$ (2.66)	\$ 1.49

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#### [a] Logistics' net revenues

Revenues	\$ 326,955	377,138	643,432	718,598
Purchased Transportation Expense	(200,252)	(250,507)	(391,496)	(465,959)



Net revenues	\$ 126,703	126,631	251,936	252,639
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[b] The six months ended June 30, 2009 include a goodwill impairment charge of \$134.8 million (\$2.92 per share) in the first quarter of 2009.

Con-way Inc.  
Condensed Balance Sheets  
(Dollars in thousands)

ASSETS	June 30, 2009	December 31, 2008
Current assets	\$ 1,032,189	\$ 951,082
Property, plant and equipment, net	1,406,843	1,471,956
Other assets	453,155	648,669
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Total Assets	\$ 2,892,187	\$ 3,071,707
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LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities	\$ 839,089	\$ 658,077
Long-term debt and guarantees	718,047	926,224
Other long-term liabilities and deferred credits [a]	628,790	861,814
Shareholders' equity [a]	706,261	625,592
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Total Liabilities and Shareholders' Equity	\$ 2,892,187	\$ 3,071,707
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[a] Effective April 30, 2009, Con-way amended its primary defined benefit pension plan to permanently curtail benefits associated with future increases in employee compensation. In connection with the curtailment, Con-way re-measured its plan-related assets and liabilities as of April 30, 2009. Accordingly, as of the re-measurement date, Con-way recorded a \$299.9 million decrease to the plan obligation, a \$116.9 million decrease in long-term deferred tax assets, and a \$183.0 million net increase to shareholders' equity (to reflect a reduction in the accumulated other comprehensive loss).