

Edgar Filing: Con-way Inc. - Form 8-K

Con-way Inc.  
Form 8-K  
May 11, 2011

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

May 10, 2011

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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)

2211 Old Earhart Road, Ann Arbor, MI 48105

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(Address of principal executive offices)  
(zip code)

Registrant's telephone number, including area code:  
(734) 994-6600

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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))

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### ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At its Annual Meeting of Shareholders held on May 10, 2011, Con-way Inc. submitted the following matters to a vote of security holders:

1. Election of eleven Directors for a one-year term:

	Number of Shares Voted For	Number of Shares Against	Number of Abstentions	Broker Non-Vote
John J. Anton	50,274,361	1,016,188	648,346	1,281,519
William R. Corbin	50,381,346	949,122	608,429	1,281,519
Robert Jaunich II	47,601,692	3,774,459	562,744	1,281,519
W. Keith Kennedy, Jr.	47,396,399	3,992,543	549,953	1,281,519
Michael J. Murray	46,499,430	4,832,848	606,618	1,281,519
Edith R. Perez	50,287,076	1,081,934	569,886	1,281,519
John C. Pope	47,790,830	3,574,853	573,212	1,281,519
William J. Schroeder	45,389,431	5,946,595	602,870	1,281,519
Douglas W. Stotlar	50,309,201	1,281,299	348,396	1,281,519
Peter W. Stott	49,363,703	1,952,639	622,553	1,281,519
Chelsea C. White III	49,394,871	2,016,104	527,921	1,281,519

2. A proposal to approve the Con-way Inc. Amended and Restated 2006 Equity and Incentive Plan:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTE
49,156,097	2,551,790	231,009	1,281,519

3. A proposal to approve the Company's executive compensation, on a non-binding advisory basis:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTE
44,522,623	7,070,449	345,824	1,281,519

4. A proposal to recommend, on a non-binding advisory basis, the frequency of future advisory votes on executive compensation:

ONE YEAR	TWO YEARS	THREE YEARS	ABSTAIN	BROKER
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NON-VOTE

47,509,477      376,671      3,753,107      299,640      1,281,519

5. A proposal to ratify the appointment of KPMG LLP as Con-way Inc.'s independent auditors for the year ending December 31, 2011:

FOR	AGAINST	ABSTAIN
51,869,917	1,019,320	331,176

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)

May 11, 2011

/s/ Stephen K. Krull  
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Steven K. Krull  
Executive Vice President, General Counsel  
& Secretary