

Con-way Inc.  
Form 8-K  
May 10, 2012

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): May 8, 2012

Con-way Inc.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-5046 (Commission File Number)	94-1444798 (IRS Employer Identification No.)
2211 Old Earhart Road, Ann Arbor, Michigan (Address of principal executive offices)		48105 (Zip code)

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

(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 5.02                      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the Annual Meeting of Shareholders of Con-way Inc. (the “Company”) held on May 8, 2012, the shareholders of the Company approved the Con-way Inc. 2012 Equity and Incentive Plan (the “2012 Plan”), effective immediately.

A description of the material terms of the 2012 Plan is set forth under the heading “Proposal Number 2: Approval of the Con-way Inc. 2012 Equity and Incentive Plan” in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 3, 2012, which description is hereby incorporated into this Item 5.02 by reference.

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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.

Date: May 10, 2012

By: /s/ Stephen K.

Krull

Stephen K. Krull

Executive Vice President, General Counsel

and Secretary