

Con-way Inc.  
Form 4  
November 02, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mullett Charles R

(Last) (First) (Middle)  
2211 OLD EARHART ROAD,  
SUITE 100  
(Street)

ANN ARBOR, MI 48105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Con-way Inc. [CNW]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/30/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP Govt Rltns & Pub Affrs

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/30/2015		U		12,476	D	\$ 47.6
Common Stock	10/30/2015		D		4,241	D	(1) 6,502
Common Stock	10/30/2015		D		6,502	D	(2) 0
Common Stock	10/30/2015		A		4,241	A	(3) 4,241
Common Stock	10/30/2015		D		4,241	D	(3) 0

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Common Stock	10/30/2015		A	6,502	A	(2)	6,502	D	
Common Stock	10/30/2015		D	6,502	D	(4)	0	D	
Common Stock	10/30/2015		U	399.8514	D	\$	0	I	by 401(k)
						47.6			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
CSAR - Stock Appreciation Right	\$ 28.92	10/30/2015		D	(A) 4,837	(5) 02/09/2020	Common Stock	4,837	
Stock Option (Right to Buy)	\$ 55.2	10/30/2015		D	(A) 2,400	(6) 01/22/2016	Common Stock	2,400	
Stock Option (Right to Buy)	\$ 31.89	10/30/2015		D	(A) 2,662	(6) 02/07/2021	Common Stock	2,662	
Stock Option (Right to Buy)	\$ 44.09	10/30/2015		D	(A) 3,710	(6) 01/28/2018	Common Stock	3,710	
Stock Option (Right to Buy)	\$ 46.65	10/30/2015		D	(A) 5,000	(6) 01/29/2017	Common Stock	5,000	
Phantom Stock	(7)	10/30/2015		D	(A) 247.975	(7) (7)	Common Stock	247.975	



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(including vesting and settlement terms and conditions), and relating to the number of XPO Shares equal to the product of (i) the number of Shares in respect of a Phantom Stock Unit immediately prior to the Effective Time multiplied by (ii) the Equity Award Conversion Amount, with any fractional shares rounded to the nearest whole number of shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.