

Bianco Robert Leo Jr
 Form 4
 January 28, 2013

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 *
 Bianco Robert Leo Jr

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2211 OLD EARHART ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/24/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & President

ANN ARBOR, MI 48105

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/24/2013 | | M | | 7,125 ⁽¹⁾ | A | \$ 32.96 |
| Common Stock | 01/24/2013 | | S | | 7,125 ⁽¹⁾ | D | \$ 33.06 |
| Common Stock | 03/15/2012 | | J | V | 36.6762 | A | \$ 33.4568 |
| Common Stock | 06/15/2012 | | J | V | 34.7778 | A | \$ 35.3884 |
| Common Stock | 09/14/2012 | | J | V | 40.121 | A | \$ 30.7622 |
| | | | | | | | 67,616 |
| | | | | | | | 60,491 ⁽²⁾ |
| | | | | | | | 12,307.3199 |
| | | | | | | | 12,342.0977 |
| | | | | | | | 12,382.2187 |
| | | | | | | | 401(k) |
| | | | | | | | 401(k) |
| | | | | | | | 401(k) |

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Common Stock 12/14/2012 J V 43.7792 A \$ 28.2833 12,425.9979 I 401(k)

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

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(9-02)

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 32.96 | 01/24/2013 | | M | 7,125 <u>(1)</u> | <u>(3)</u> 12/15/2013 | Common Stock | 7,125 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bianco Robert Leo Jr 2211 OLD EARHART ROAD ANN ARBOR, MI 48105 | | | EVP & President | |

Signatures

By: Jessica Carbullido For: Robert L. Bianco
Date: 01/28/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The option exercise and sale of common stock reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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- (2) Includes 37,308 Restricted Stock Units granted under a Con-way Inc. Equity and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock.
- (3) The option vested in three equal annual installments, beginning on the January 1 following the date of the grant.

Remarks:

Note: Also see attached Exhibit EX-24 Attachment 1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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