

Mullett Charles R  
Form 3  
July 06, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Mullett Charles R		(Month/Day/Year)	Con-way Inc. [CNW]	
(Last)	(First)	(Middle)	06/26/2012	
2211 OLD EARHART ROAD, SUITE 100			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
ANN ARBOR, MI 48105			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP Govt Rltns & Pub Affairs	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,030 <sup>(1)</sup>	D	^
Common Stock	385.1216	I	by 401(k) <sup>(2)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	Â (3)	01/26/2019	Common Stock	8,086	\$ 20.27	D	Â
Non-Qualified Stock Option (right to buy)	Â (4)	02/07/2021	Common Stock	7,984	\$ 31.89	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	01/28/2018	Common Stock	3,710	\$ 44.09	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	01/24/2015	Common Stock	2,000	\$ 46.02	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	01/29/2017	Common Stock	5,000	\$ 46.65	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	01/22/2016	Common Stock	2,400	\$ 55.2	D	Â
Phantom Stock	Â (5)	Â (5)	Common Stock	238.854	\$ (5)	D	Â
Stock Appreciation Rights	Â (6)	02/09/2020	Common Stock	4,837	\$ 28.92	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mullett Charles R 2211 OLD EARHART ROAD, SUITE 100 ANN ARBOR, MI 48105	Â	Â	Â VP Govt Rltns & Pub Affairs	Â

## Signatures

By: Jessica Carbullido For: Charles R. Mullett  
Date: 07/06/2012

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 9,417 Restricted Stock Units granted under the Con-way Inc. 2006 Equity and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock.
- (2) Shares held in account under a Con-way Inc. 401(k) plan.
- (3) The option vested in three equal annual installments, beginning on the January 1 following the date of grant.
- (4) The option vests in three equal annual installments beginning on the January 1 following the date of grant.

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- (5) Shares of phantom stock are acquired on a 1-for-1 basis under the Company's deferred compensation plan either upon an election to convert a stated amount of a reporting person's existing account balance or through the reinvestment of dividend-equivalents. Phantom stock becomes payable, in cash or common stock, at the discretion of the Compensation Committee, upon the reporting person's termination of employment.
- (6) Cash-settled SARs vest in three equal annual installments beginning on the January 1 following the date of grant.

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.