Con-way Inc. Form 3 February 12, 2014

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Con-way Inc. [CNW] A Dagnese Joseph M (Month/Day/Year) 02/12/2014 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 2211 OLD EARHART ROAD, (Check all applicable) **SUITE 100** (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting **Executive Vice President** Person ANN ARBOR, MIÂ 48105 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 16,403 (1) D Common Stock 0.5336 I 401(k) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

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

required to respond unless the form displays a

currently valid OMB control number.

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 6. Nature of Indirect Ownership (Instr. 4) **Expiration Date** Securities Underlying Conversion Beneficial (Month/Day/Year) **Derivative Security** or Exercise Form of Ownership (Instr. 4) Price of Derivative (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)	
Stock Option (Right to Buy)	01/01/2007	01/22/2016	Common Stock	3,500	\$ 55.2	D	Â
Stock Option (Right to Buy)	01/01/2012	02/07/2021	Common Stock	3,132	\$ 31.89	D	Â
Stock Option (Right to Buy)	01/01/2009	01/28/2018	Common Stock	6,075	\$ 44.09	D	Â
Stock Option (Right to Buy)	01/01/2006	01/24/2015	Common Stock	2,667	\$ 46.02	D	Â
Stock Option (Right to Buy)	01/01/2008	01/29/2017	Common Stock	6,000	\$ 46.65	D	Â
Stock Option (Right to Buy)	08/30/2008	08/30/2017	Common Stock	1,000	\$ 47.7	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
. Fr. 1 8	Director	10% Owner	Officer	Other		
Dagnese Joseph M 2211 OLD EARHART ROAD, SUITE 100 ANN ARBOR, MI 48105	Â	Â	Executive Vice President	Â		

Signatures

By: Jessica Carbullido For: Joseph M.
Dagnese
02/12/2014

**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).
- Includes 14,228 Restricted Stock Units granted under a Con-way Inc. Equity and Incentive Plan. These restricted stock units (RSUs) vest on the third anniversary of the grant date. The shares will be delivered to the reporting person upon vesting of the RSUs. Each RSU represents a contingent right to receive one share of common stock.

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Remarks:

Note: Also see attached Exhibit EX-24 Â POA.

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.

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