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 *
Stotlar Douglas

(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
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/30/2015		U		186,691	D	$ 47.6	94,248	D	
Common Stock	10/30/2015		D		35,492 (1)	D	$ 47.6	58,756	D	
Common Stock	10/30/2015		D		31,674 (2)	D	$ 47.6	27,082	D	
Common Stock	10/30/2015		D		27,082 (2)	D	$ 47.6	0	D	
Common Stock	10/30/2015		A		35,492	A	(3)	35,492	D	

Common Stock	10/30/2015	D	35,492	D	(3)	0	D	
Common Stock	10/30/2015	A	31,674	A	(4)	31,674	D	
Common Stock	10/30/2015	D	31,674	D	(4)	0	D	
Common Stock	10/30/2015	A	40,623	A	(4)	40,623	D	
Common Stock	10/30/2015	D	40,623	D	(4)	0	D	
Common Stock	10/30/2015	U	15,716.4278	D	$ 47.6	0	I	401(k)

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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
CSAR - Stock Appreciation Right	$ 28.92	10/30/2015		D			46,986	(5)	02/09/2020	Common Stock	
Stock Option (Right to Buy)	$ 55.2	10/30/2015		D			55,000	(6)	01/22/2016	Common Stock	
Stock Option (Right to Buy)	$ 44.09	10/30/2015		D			44,433	(6)	01/28/2018	Common Stock	
Stock Option (Right to Buy)	$ 46.65	10/30/2015		D			57,500	(6)	01/29/2017	Common Stock	
Phantom Stock	(7)	10/30/2015		D			14,835.063	(7)	(7)	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stotlar Douglas 2211 OLD EARHART ROAD, SUITE 100 ANN ARBOR, MI 48105			President & CEO	

Signatures

By: Uzma Ahmad For: Douglas W. Stotlar	11/02/2015
**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)	These Restricted Stock Units ("RSUs"), which were scheduled to vest on or prior to February 29, 2016, were fully vested and cancelled pursuant to the Agreement and Plan of Merger, dated September 9, 2015, among the issuer, XPO Logistics, Inc. ("XPO") and Canada Merger Corp. (the "Merger Agreement"), in exchange for a cash amount equal to the per share merger consideration of $47.60 (the "Per Share Merger Consideration") multiplied by number of shares of the issuers common stock ("Shares") subject to such RSU.
(2)	Because the reporting person has received notice from XPO that he will experience a severance-qualifying termination of employment upon the completion of the merger, the Merger Agreement and applicable letter agreement provides that these RSUs were cancelled and converted into a cash amount equal to the product (rounded to the nearest whole cent) of (i) the number of Shares subject to such RSUs and (ii) the Per Share Merger Consideration.
(3)	These Performance Share Plan Units ("PSPUs"), which were scheduled to vest on or prior to February 29, 2016, were fully vested (with the performance-based vesting conditions deemed satisfied at target) and cancelled in exchange for a cash amount equal to the Per Share Merger Consideration multiplied by number of Shares subject to such PSPU.
(4)	Because the reporting person has received notice from XPO that he will experience a severance-qualifying termination of employment upon the completion of the merger, the Merger Agreement and applicable letter agreement provides that these PSPUs were cancelled and converted into a cash amount equal to the product (rounded to the nearest whole cent) of (i) the number of Shares subject to such PSPUs (determined assuming that performance-based vesting conditions applicable to the PSPUs are satisfied at target) and (ii) the Per Share Merger Consideration.
(5)	Each stock appreciation right, whether vested or unvested, was converted pursuant to the Merger Agreement into a stock appreciation right to purchase XPO Shares on the same terms and conditions as applicable to this stock appreciation right, with the number of XPO Shares subject to such converted right being equal to the product (rounded up to the nearest whole number of shares) of (i) the total number of Shares underlying the stock appreciation right as of immediately prior to the Effective Time multiplied by (ii) the Equity Award Conversion Amount. The exercise price applicable to such converted right is equal to the quotient (rounded up to the nearest whole cent) obtained by dividing (x) the exercise price per share applicable to such stock appreciation right immediately prior to the Effective Time by (y) the Equity Award Conversion Amount.
(6)	Each option, whether vested or unvested, was converted pursuant to the Merger Agreement into an option to purchase XPO Shares on the same terms and conditions as applicable to this option, with the number of XPO Shares subject to such converted right being equal to the product (rounded up to the nearest whole number of shares) of (i) the total number of Shares underlying the option as of immediately prior to the Effective Time multiplied by (ii) the Equity Award Conversion Amount. The exercise price applicable to such converted right is equal to the quotient (rounded up to the nearest whole cent) obtained by dividing (x) the exercise price per share applicable to such option immediately prior to the Effective Time by (y) the Equity Award Conversion Amount.
(7)	Pursuant to the terms of the Merger Agreement, each Phantom Stock Unit will be deemed to be an obligation relating to XPO Shares, with the same terms and conditions as were applicable under such original Phantom Stock Unit immediately prior to the Effective Time (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.

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