

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 *
BRUFFETT STEPHEN L

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

(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)
EVP & CFO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/30/2015 | | U | | 56,857.393 | D | \$ 47.6 |
| Common Stock | 10/30/2015 | | D | | 14,063 | D | (1) 22,993 |
| Common Stock | 10/30/2015 | | D | | 22,993 | D | (2) 0 |
| Common Stock | 10/30/2015 | | A | | 22,993 | A | (3) 22,993 |
| Common Stock | 10/30/2015 | | D | | 22,993 | D | (3) 0 |

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| | | | | | | | | |
|--------------|------------|---|----------|---|------|--------|---|--------|
| Common Stock | 10/30/2015 | A | 14,063 | A | (4) | 14,063 | D | |
| Common Stock | 10/30/2015 | D | 14,063 | D | (4) | 0 | D | |
| Common Stock | 10/30/2015 | U | 672.1997 | D | \$ | 0 | I | 401(k) |
| | | | | | 47.6 | | | |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| CSAR - Stock Appreciation Right | \$ 28.92 | 10/30/2015 | | D | 13,479 | (5) 02/09/2020 | Common Stock | 13,479 |
| Stock Option (Right to Buy) | \$ 31.89 | 10/30/2015 | | D | 17,813 | (6) 02/07/2021 | Common Stock | 17,813 |
| ISO - Stock Option (Right to Buy) | \$ 50.38 | 10/30/2015 | | D | 10,000 | (6) 09/20/2018 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| BRUFFETT STEPHEN L 2211 OLD EARHART ROAD ANN ARBOR, MI 48105 | | | EVP & CFO | |

Signatures

By: Uzma Ahmad For: Stephen L.
Bruffett

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) 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.

(4) 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.

(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.

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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