

Barretta Jacquelyn A
 Form 4
 February 01, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Barretta Jacquelyn A

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)
 2855 CAMPUS DRIVE, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/14/2006

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

SAN MATEO, CA 94403

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 ⁽¹⁾	06/14/2006		J	V 0.9185 A \$ 55.3139	509.0043	I	by 401(k)
Common Stock ⁽¹⁾	07/05/2006		J	V 10.6249 A \$ 58.2244	519.6292	I	by 401(k)
Common Stock ⁽¹⁾	09/14/2006		J	V 1.1158 A \$ 46.5653	520.745	I	by 401(k)
Common Stock ⁽¹⁾	10/03/2006		J	V 9.4113 A \$ 44.4668	530.1563	I	by 401(k)

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

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SEC 1474
(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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights	(2)	01/29/2007		J	V	6,924		(2)	(2)	Common Stock	6,924
Series B Preferred Stock	(3)	07/03/2006		J	V	2.9595		(3)	(3)	Common Stock	2.9595
Series B Preferred Stock	(3)	07/05/2006		J	V	1.8315		(3)	(3)	Common Stock	1.8315
Series B Preferred Stock	(3)	10/03/2006		J	V	1.1745		(3)	(3)	Common Stock	1.1745

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barretta Jacquelyn A 2855 CAMPUS DRIVE, SUITE 300 SAN MATEO, CA 94403			Vice President & CIO	

Signatures

Jacquelyn A. Barretta 02/01/2007

**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 shares were acquired under the Con-way Retirement Savings Plan either as matching contributions or in lieu of cash dividends.

Each performance right represents a contingent right to receive one share of Con-way Inc. common stock. The performance rights shown

(2) represent the maximum number of units that can vest at the end of three years, subject to certain performance criteria being met. All vested performance rights are payable in shares of Con-way Inc. common stock, except fractional shares will be settled in cash.

These shares were acquired under the Con-way Retirement Savings Plan as matching contributions or in lieu of cash dividends on other

(3) Series B preferred. Each Series B share converts to 4.708 shares of common stock at the option of the Trustee. Upon termination of plan participation each Series B preferred share, with a market value of \$152.10, is converted to the equivalent number of common shares, but in no event fewer than 4.708 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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