

Barretta Jacquelyn A
 Form 4
 May 03, 2006

FORM 4

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

OMB APPROVAL

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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)
 05/02/2006

____ Director
 ____ Officer (give title below) 10% Owner
 ____ 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 | | 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|-------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 05/02/2006 | | M | | 2,000 | A | \$ 25.4375 | 2,000 | D | |
| Common Stock | 05/02/2006 | | S | | 2,000 | D | \$ 55.7757 | 0 | D | |
| Common Stock | 05/02/2006 | | M | | 1,000 | A | \$ 25.11 | 1,000 | D | |
| Common Stock | 05/02/2006 | | S | | 1,000 | D | \$ 55.7757 | 0 | D | |
| Common Stock | 05/02/2006 | | M | | 925 | A | \$ 31.38 | 925 | D | |

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| | | | | | | | | | |
|-------------------------|------------|--|-----|---------|---|------------|----------|--|-------------|
| Common Stock | 05/02/2006 | | S | 925 | D | \$ 55.7757 | 0 | | D |
| Common Stock | 05/02/2006 | | M | 700 | A | \$ 32.96 | 700 | | D |
| Common Stock | 05/02/2006 | | S | 700 | D | \$ 55.7757 | 0 | | D |
| Common Stock | 05/02/2006 | | M | 2,666 | A | \$ 46.02 | 2,666 | | D |
| Common Stock | 05/02/2006 | | S | 2,666 | D | \$ 55.7757 | 0 | | D |
| Common Stock <u>(1)</u> | 03/14/2006 | | J V | 0.9072 | A | \$ 53.0847 | 482.5104 | | I by 401(k) |
| Common Stock <u>(1)</u> | 04/04/2006 | | J V | 25.5754 | A | \$ 51.1644 | 508.0858 | | I by 401(k) |

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

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.

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 25.11 | 05/02/2006 | | M | | 01/01/2006 | 12/04/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 25.4375 | 05/02/2006 | | M | | 08/01/2005 | 08/01/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 31.38 | 05/02/2006 | | M | | <u>(2)</u> | 12/02/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 32.96 | 05/02/2006 | | M | | <u>(2)</u> | 12/15/2013 | Common Stock |

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| | | | | | | | |
|---|----------|------------|-----|--------|-----|------------|-----------------|
| Non-Qualified Stock Option (right to buy) | \$ 46.02 | 05/02/2006 | M | 2,666 | (3) | 01/24/2015 | Common Stock |
| Series B Preferred Stock | (4) | 04/04/2006 | J V | 3.2684 | (4) | (4) | Common Stock |

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

By: Gary S. Cullen, Attorney-in-Fact For: Jacquelyn A. Barretta 05/03/2006

__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 Thrift and Stock Plan either as matching contributions or in lieu of cash dividends.
- (2) The option vests in four quarterly annual installments beginning on January 1 following grant date.
- (3) The option vests in three equal annual installments, beginning on the January 1 following the date of grant.

(4) These shares were acquired under the Con-way Thrift and Stock Plan as matching contributions or in lieu of cash dividends on other 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. 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.