



Edgar Filing: WILLIFORD JOHN H - Form 4

Common Stock	01/27/2005	S	2,333	D	\$ 47.0502	112,463	D	
Common Stock	01/27/2005	M	25,867	A	\$ 25.11	138,330	D	
Common Stock	01/27/2005	S	25,867	D	\$ 47.0502	112,463	D	
Common Stock <sup>(1)</sup>						949.783	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.**

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 25.11	01/27/2005		M	25,867	<sup>(2)</sup> 12/04/2011	Common Stock	25,867
Non-Qualified Stock Option (right to buy)	\$ 25.4375	01/26/2005		M	1,800	<sup>(3)</sup> 08/01/2010	Common Stock	1,800
Non-Qualified Stock Option (right to buy)	\$ 25.4375	01/27/2005		M	15,867	<sup>(3)</sup> 08/01/2010	Common Stock	15,867
Non-Qualified Stock Option (right to buy)	\$ 25.4375	01/27/2005		M	2,333	<sup>(3)</sup> 08/01/2010	Common Stock	2,333

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WILLIFORD JOHN H

President and CEO-MWW

## Signatures

John H.  
Williford

01/28/2005

\*\*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 CNF Thrift and Stock Plan either as matching contributions or in lieu of cash dividends.
- (2) The options vest in four quarterly annual installments beginning on January 1 following grant date.
- (3) The option vested on 8/1/2005, or earlier if certain performance criteria were met. 20,000 options vested on 8/1/2001 and 40,000 options vested on 8/1/2005.

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.