

GILL MARGARET G  
Form 5  
February 12, 2009

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
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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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**GILL MARGARET G**  
  
(Last) (First) (Middle)  
  
2855 CAMPUS DRIVE, SUITE 300  
  
(Street)

2. Issuer Name and Ticker or Trading Symbol  
**Con-way Inc. [CNW]**  
  
3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2008**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(check applicable line)

SAN MATEO, CA 94403

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

| 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) |                  | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------------|--|--|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) Price |  |  |   |
| Common Stock <sup>(1)</sup>     | 12/14/2007                           | Â  | J                              | 12.6475                                       | A \$ 43.8246     | 9,573.369  | D  | Â   |
| Common Stock <sup>(1)</sup>     | 03/14/2008                           | Â  | J                              | 10.0282                                       | A \$ 47.63       | 9,583.3972   | D  | Â   |
| Common Stock <sup>(1)</sup>     | 06/13/2008                           | Â  | J                              | 9.92  | A \$ 48.25       | 9,593.3172   | D  | Â   |
| Common Stock <sup>(1)</sup>     | 09/12/2008                           | Â  | J                              | 5.95  | A \$ 47.1145     | 9,599.2672   | D  | Â   |
|                                 | 12/12/2008                           | Â  | J                              | 13.4453                                       | A                | 9,612.7125   | D  | Â   |

