

Con-way Inc.
Form 8-K
May 09, 2012

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 8, 2012

Con-way Inc.
(Exact name of registrant as specified in its charter)

| | | |
|-----------------------------|---------|----------------|
| Delaware | 1-5046 | 94-1444798 |
| (State or other (Commission | File | (IRS |
| jurisdiction of | Number) | Employer |
| incorporation) | | Identification |
| | | No.) |

| | |
|------------------|------------|
| 2211 Old Earhart | 48105 |
| Road, Ann | |
| Arbor, Michigan | |
| (Address of | (Zip code) |
| principal | |
| executive | |
| offices) | |

Registrant's telephone number, including area code: (734) 994-6600

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Shareholders of Con-way Inc. (the "Company") held on May 8, 2012, the shareholders of the Company voted on four proposals and cast their votes as described below. The proposals are described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 3, 2012.

1. The following eleven Directors were elected to serve until the 2013 Annual Meeting of Shareholders and until their successors are elected and qualify as set forth below:

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------------------|------------|---------------|-------------|---------------------|
| John J. Anton | 49,440,189 | 1,343,542 | 374,379 | 1,353,283 |
| William R. Corbin | 49,473,511 | 1,277,550 | 407,049 | 1,353,283 |
| W. Keith Kennedy, Jr. | 45,783,017 | 5,053,302 | 321,791 | 1,353,283 |
| Michael J. Murray | 45,640,653 | 5,149,953 | 367,504 | 1,353,283 |
| Edith R. Perez | 49,395,536 | 1,381,505 | 381,069 | 1,353,283 |
| John C. Pope | 46,072,685 | 4,721,926 | 363,499 | 1,353,283 |
| William J. Schroeder | 45,630,271 | 5,176,524 | 351,315 | 1,353,283 |
| Douglas W. Stotlar | 48,044,465 | 2,862,585 | 251,060 | 1,353,283 |
| Peter W. Stott | 49,561,185 | 1,256,378 | 340,547 | 1,353,283 |
| Roy W. Templin | 49,475,176 | 1,320,011 | 362,923 | 1,353,283 |
| Chelsea C. White III | 49,560,244 | 1,219,859 | 378,007 | 1,353,283 |

2. Company shareholders cast their votes to approve the Con-way Inc. 2012 Equity and Incentive Plan as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|---------------------|
| 39,356,691 | 11,621,131 | 180,288 | 1,353,283 |

3. Company shareholders cast their votes to approve, on an advisory, non-binding basis, named executive officer compensation as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|---------------------|
| 47,909,636 | 2,890,747 | 357,727 | 1,353,283 |

4. Company shareholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012, as set forth below:

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 49,683,467 | 2,451,371 | 376,555 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Con-way Inc.

Date: May 8, 2012

By: /s/ Stephen K.

Krull

Stephen K. Krull

Executive Vice President, General Counsel
and Secretary