

CNF INC
Form 4
August 11, 2005

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 *
McClimon David Scott

(Last) (First) (Middle)
3240 HILLVIEW AVENUE
(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CNF INC [CNF]

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	08/10/2005		M		1,250	A	\$ 43.0625
Common Stock	08/10/2005		S		1,250	D	\$ 51
Common Stock	08/10/2005		M		900	A	\$ 36.5625
Common Stock	08/10/2005		S		900	D	\$ 51.05
Common Stock	08/10/2005		M		15,000	A	\$ 25.4375

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Common Stock	08/10/2005	S	15,000	D	\$ 51.28	0	D
Common Stock	08/10/2005	M	1,500	A	\$ 36.5625	1,500	D
Common Stock	08/10/2005	S	1,500	D	\$ 51.28	0	D
Common Stock	08/10/2005	M	1,600	A	\$ 36.5625	1,600	D
Common Stock	08/10/2005	S	1,600	D	\$ 51.3	0	D
Common Stock	08/10/2005	M	1,300	A	\$ 30.75	1,300	D
Common Stock	08/10/2005	S	1,300	D	\$ 51.3	0	D
Common Stock	08/10/2005	M	500	A	\$ 30.75	500	D
Common Stock	08/10/2005	S	500	D	\$ 51.1	0	D
Common Stock	08/10/2005	M	500	A	\$ 30.75	500	D
Common Stock	08/10/2005	S	500	D	\$ 51.2	0	D
Common Stock	08/10/2005	M	400	A	\$ 30.75	400	D
Common Stock	08/10/2005	S	400	D	\$ 51.32	0	D
Common Stock	08/10/2005	M	200	A	\$ 30.75	200	D
Common Stock	08/10/2005	S	200	D	\$ 51.33	0	D
Common Stock	08/10/2005	M	500	A	\$ 30.75	500	D
Common Stock	08/10/2005	S	500	D	\$ 51.35	0	D
Common Stock	08/10/2005	M	200	A	\$ 30.75	200	D
Common Stock	08/10/2005	S	200	D	\$ 51.25	0	D
Common Stock	08/10/2005	M	100	A	\$ 30.75	100	D
	08/10/2005	S	100	D	\$ 51.24	0	D

Common Stock								
Common Stock	08/10/2005		M	100	A	\$ 30.75	100	D
Common Stock	08/10/2005		S	100	D	\$ 51.21	0	D
Common Stock	08/10/2005		M	300	A	\$ 30.75	300	D
Common Stock	08/10/2005		S	300	D	\$ 51.19	0	D

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McClimon David Scott 3240 HILLVIEW AVENUE PALO ALTO, CA 94304			Senior Vice President	

Signatures

By: Gary S. Cullen, Attorney-in-Fact For: David S. McClimon

08/11/2005

__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).

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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