

YRC WORLDWIDE INC.

Reported by
FRY JAMES

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/01/17 for the Period Ending 02/27/17

Address	10990 ROE AVENUE OVERLAND PARK, KS 66211
Telephone	913-696-6100
CIK	0000716006
Symbol	YRCW
SIC Code	4213 - Trucking, Except Local
Industry	Ground Freight & Logistics
Sector	Industrials
Fiscal Year	12/31

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Fry James			YRC Worldwide Inc. [YRCW]			<input type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) _____ Other (specify below) VP, General Counsel and Secy.		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
10990 ROE AVENUE			2/27/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
OVERLAND PARK, KS 66211						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/27/2017		F	(1)	2291	D	\$12.58	57985	D	
Common Stock	2/27/2017		S		10000	D	\$13.05 (2)	47985	D	

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (On February 26, 2017, 7,238 restricted shares of Mr. Fry's Company stock, granted February 26, 2016, vested. On February 27, 2017, Mr. Fry automatically
- 1) surrendered 2,291 of the 7,238 newly-vested shares to the Company to satisfy the tax withholding obligation triggered upon the February 26th vesting. The automatic surrender of newly-vested shares is the Company's default process for paying tax withholding obligations triggered upon the vesting of restricted stock.
- (The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.04 to \$13.05,
- 2) inclusive. Mr. Fry undertakes to provide to YRC Worldwide Inc., any security holder of YRC Worldwide Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fry James 10990 ROE AVENUE OVERLAND PARK, KS 66211			VP, General Counsel and Secy.	

Signatures

/s/Leah K. Dawson, Attorney-in-Fact for James A. Fry

3/1/2017

— Signature of Reporting Person

Date

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

* 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.

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.