SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no long	ger subject to
Section 16. Form 4 or F	orm 5
obligations may continu	e. See
Instruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average bur	den							
hours per response.	0.5							

1. Name and Address of Reporting Person* <u>STALEY JAMES D</u>) Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>YELLOW ROADWAY CORP</u> [YELL]		tionship of Reporting Pa all applicable) Director	10% Owner
(Last) 1077 GORG	(First) E BLVD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2004		Officer (give title below) Chief Exec. Offic	Other (specify below) eer, Roadway
, (Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Fil	ing (Check Applicable
AKRON	OH	44310	_	X	Form filed by One Re Form filed by More th	
(City)	(State)	(Zip)			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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130. 4)
Common Stock	02/27/2004		Α		27,647 ⁽¹⁾	A	\$36.17(2)	33,779 ⁽³⁾	D	
Common Stock								9,917.685 ⁽⁴⁾	Ι	By 401(k) account

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. Transa Code (8)		of Deriv Secu Acqu (A) or Dispo of (D) (Instr	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		7. Title Amour Securi Underl Deriva Securi and 4)	nt of ties ying	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: 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:

1. The issuer granted restricted shares of the issuer's common stock to the reporting person on February 27, 2004. The shares vest in accordance with the terms of the reporting person's employment agreement with the issuer.

2. Price per share of the issuer's common stock determined pursuant to the reporting person's employment agreement with the issuer.

3. Includes the 27,647 shares reported in this form.

4. Between Janaury 1 and February 27, 2004, the reporting person acquired 239.685 shares of the issuer's common stock under the Roadway 401(k) plan.

Remarks:

/s/ James D. Staley

03/02/2004

** 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 Number.