

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. 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 | |
|--|-----------|
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|---|--|--|
| 1. Name and Address of Reporting Person* <u>ZOLLARS WILLIAM D</u> (Last) (First) (Middle) <u>10990 ROE AVENUE</u> (Street) <u>OVERLAND PARK KS 66211</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>YELLOW ROADWAY CORP [YELL]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chrm. of the Bd., Pres. & CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/15/2004</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 | 07/15/2005 | | A | | 9,769 ⁽¹⁾ | A | \$40.35 ⁽²⁾ | 88,600 | D | |
| Common Stock | | | | | | | | 79 ⁽³⁾ | I | By 401(k) plan |

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 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: 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 | | | | |
| Common Stock Option | (4) | | | | | | | (4) | (4) | Common Stock | (4) | | 397,417 | D | |

Explanation of Responses:

1. The issuer granted the reporting person rights to receive shares of the issuer's common stock, called performance share units, pursuant to the achievement of performance targets under a long-term incentive plan. After expiration of a holding period, the reporting person will receive one share of the issuer's common stock for each vested performance unit. Fifty percent of the performance units vest on the third anniversary of their date of grant, and the remaining 50% vest on the sixth anniversary of their date of grant. The issuer will not deliver any shares with respect to vested units until the earlier of the sixth anniversary from the date of grant, termination of the reporting person's employment with the issuer, retirement at age 65, death, disability or upon certain change of control events in respect of the issuer.
2. Closing price per share of the issuer's common stock on the date of grant.
3. Total number of shares held by the reporting person on a unitized basis as of July 15, 2004 under the Yellow Corporation 401(k) plan.
4. No reportable transaction occurred with respect to the issuer's derivative securities.

Remarks:

/s/ William D. Zollars
** Signature of Reporting Person

07/16/2004
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.