

YRC Worldwide Inc.  
Form 4  
January 04, 2012

**FORM 4**

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

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 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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ROYAL BANK OF SCOTLAND  
GROUP PLC**

(Last) (First) (Middle)

36 ST. ANDREW SQUARE

(Street)

EDINBURGH, X0 EH12 1HQ

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**YRC Worldwide Inc. [YRCW]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/16/2011

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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, par value \$0.01 per share ("Common Stock") | 09/16/2011                           |                                                    | S                              |                                                                   | 5,000,000 | D                                                                                             | \$ 0.0939                                                | 23,088,024                                            | I | See footnote <u>(1)</u> |
| Common Stock                                              | 09/16/2011                           |                                                    | S                              |                                                                   | 2,000,000 | D                                                                                             | \$ 0.0703                                                | 21,088,024                                            | I | See footnote <u>(1)</u> |
| Common Stock                                              | 09/19/2011                           |                                                    | S                              |                                                                   | 1,959,227 | D                                                                                             | \$ 0.0817                                                | 19,128,797                                            | I | See footnote <u>(1)</u> |

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|              |            |   |            |   |           |            |   |                  |
|--------------|------------|---|------------|---|-----------|------------|---|------------------|
| Common Stock | 09/20/2011 | S | 111,677    | D | \$ 0.0721 | 19,017,120 | I | See footnote (1) |
| Common Stock | 09/21/2011 | S | 928,800    | D | \$ 0.07   | 18,088,320 | I | See footnote (1) |
| Common Stock | 09/26/2011 | S | 1,474,687  | D | \$ 0.057  | 16,613,633 | I | See footnote (1) |
| Common Stock | 09/27/2011 | S | 8,000,000  | D | \$ 0.0598 | 8,613,633  | I | See footnote (1) |
| Common Stock | 09/28/2011 | S | 1,475,637  | D | \$ 0.0503 | 7,137,996  | I | See footnote (1) |
| Common Stock | 09/29/2011 | S | 652,769    | D | \$ 0.0507 | 6,485,227  | I | See footnote (1) |
| Common Stock | 09/30/2011 | S | 2,000,000  | D | \$ 0.0483 | 4,485,227  | I | See footnote (1) |
| Common Stock | 10/03/2011 | S | 929,499    | D | \$ 0.0473 | 3,555,728  | I | See footnote (1) |
| Common Stock | 10/04/2011 | S | 1,826,989  | D | \$ 0.0385 | 1,728,739  | I | See footnote (1) |
| Common Stock | 10/05/2011 | S | 1,725,000  | D | \$ 0.0432 | 3,739      | I | See footnote (1) |
| Common Stock | 10/05/2011 | S | 4,000,000  | D | \$ 0.0417 | 0          | I | See footnote (1) |
| Common Stock | 10/06/2011 | S | 1,000,000  | D | \$ 0.047  | 0          | I | See footnote (1) |
| Common Stock | 10/13/2011 | C | 27,506,556 | A | (2)       | 22,510,295 | I | See footnote (1) |

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

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SEC 1474  
(9-02)

number.

**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 Security (Instr. 3 and 4) |                 |              |                         |
|--------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|--------------|-------------------------|
|                                                        |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                            | Expiration Date | Title        | Amount Number of Shares |
| 10% Series B Convertible Senior Secured Notes Due 2015 | (2)                                                    | 10/13/2011                           |                                                    | C                              |                                                                                         | 1,207,341                                                |     | 09/16/2011                                                  | 03/31/2015      | Common Stock | 27                      |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

ROYAL BANK OF SCOTLAND GROUP PLC  
36 ST. ANDREW SQUARE  
EDINBURGH, X0 EH12 1HQ

X

## Signatures

/s/ Richard Hopkins, THE ROYAL BANK OF SCOTLAND plc, Name: Richard Hopkins,  
Title: Manager, Share Aggregation & Reporting

01/04/2012

\*\*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).

(1) All of the securities reported are owned directly by The Royal Bank of Scotland plc ("RBS"). All of the shares of RBS are owned by The Royal Bank of Scotland Group plc ("RBSG"). Each of RBS and RBSG disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein. This form is filed without prejudice to the reporting person's position that none of RBSG or RBS or any of their subsidiaries, individually or in the aggregate, are required to file beneficial ownership reports under Section 16(a) of the Securities Exchange Act of 1934, and should not be construed or interpreted as a concession or admission that such reports are required.

(2) The 10% Series B Convertible Senior Secured Notes Due 2015 ("Series B Notes") were converted at a rate of 16,187 shares of Common Stock per \$1000 of Series B Notes in accordance with the terms thereof as described in the Registration Statement on Form S-1 filed with the Securities and Exchange Commission on September 23, 2011.

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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