

ROSE PETER J
Form 4
February 25, 2009

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSE PETER J

2. Issuer Name **and** Ticker or Trading
Symbol
EXPEDITORS INTERNATIONAL
OF WASHINGTON INC [EXPD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1015 THIRD AVENUE, 12TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2009

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

(Street)
SEATTLE, WA 98104

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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. 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	02/25/2009		M		320,000	A	\$ 8.02
					1,535,117.9775	D ⁽¹⁾	
Common Stock	02/25/2009		M		8,000	A	\$ 8.02
					13,167.9707	I ⁽²⁾	By Spouse
Common Stock	02/25/2009		S		320,000	D	\$ 28.4251
					1,215,117.9775	D	
Common Stock	02/25/2009		S		8,000	D	\$ 28.4
					5,167.9707	I	By Spouse

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

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SEC 1474
(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Options (Right to Buy)	\$ 8.02	02/25/2009		M		320,000		05/05/2002	05/05/2009	Common Stock	320,000
Stock Options (Right to Buy)	\$ 8.02	02/25/2009		M		8,000		05/05/2002	05/05/2009	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSE PETER J 1015 THIRD AVENUE, 12TH FLOOR SEATTLE, WA 98104	X		Chairman and CEO	

Signatures

/s/ Peter J. Rose 02/25/2009

Signature of Date
Reporting Person

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) Beginning balance of Common Stock beneficially owned Directly includes 552.3638 shares purchased on July 31, 2008 under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan and 21.5804 shares acquired on June 16, 2008 and 32.8348 shares acquired on December 15, 2008 pursuant to the reinvestment of a dividend under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan.

(2)

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Beginning balance of Common Stock beneficially owned Indirectly includes 131.5005 shares purchased on July 31, 2008 under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan and 5.5323 shares acquired on June 16, 2008 and 8.3667 shares acquired on December 15, 2008 pursuant to the reinvestment of a dividend under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan.

- (3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.40 to \$28.48, inclusive. The reporting person undertakes to provide to any security holder of Expeditors or to the SEC, upon request, full information regarding the number of shares sold at each separate price within the range stated.

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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