

C H ROBINSON WORLDWIDE INC
 Form 4
 November 07, 2008

FORM 4

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

OMB APPROVAL

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

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WIEHOFF JOHN

2. Issuer Name and Ticker or Trading Symbol
C H ROBINSON WORLDWIDE INC [CHRW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
14701 CHARLSON ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/06/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

EDEN PRAIRIE, MN 55347

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 3,508 | I | By child |
| Common Stock | | | | | 56,000 | I | By spouse |
| Common Stock | 11/06/2008 | | A | | 101,510 (4) | A | \$ 0 |
| | | | | | 670,590 (1) | I | By Trust |
| Common Stock | | | | | 227,518 | D | |

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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 10.172 | | | | | 01/31/2005 | 01/31/2010 | Common Stock | 9,828 |
| Option (Right to Buy) | \$ 14 | | | | | 02/01/2006 | 02/01/2011 | Common Stock | 7,142 |
| Option (Right to Buy) | \$ 14 | | | | | <u>(2)</u> | 02/15/2012 | Common Stock | 72,858 |
| Option (Right to Buy) | \$ 14.625 | | | | | 02/15/2007 | 02/15/2012 | Common Stock | 6,836 |
| Option (Right to Buy) | \$ 14.625 | | | | | <u>(2)</u> | 02/15/2012 | Common Stock | 53,164 |
| Option (Right to Buy) | \$ 14.82 | | | | | 02/07/2008 | 02/07/2013 | Common Stock | 6,746 |
| Option (Right to Buy) | \$ 14.82 | | | | | <u>(3)</u> | 02/07/2013 | Common Stock | 73,254 |
| Option (Right to Buy) | \$ 47.92 | | | | | 08/18/2006 | 01/31/2010 | Common Stock | 54,683 |
| Option | \$ 55.75 | | | | | 05/07/2007 | 01/31/2010 | Common | 47,930 |

(Right to
Buy)

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WIEHOFF JOHN 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347 | X | | CEO | |

Signatures

/s/ Troy Renner, Attorney in fact for John P.
Wiehoff

11/07/2008

__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).
Deferred shares held in a non-qualified grantor trust for reporting person's benefit. Dividends paid on these shares are automatically used
- (1) to purchase additional shares of the issuer. Of the shares reflected, 120,000 are available to vest over five years beginning in 2006 and 101,510 shares are available to vest over five years, based on the financial performance of the Company.
 - (2) Currently 100% vested.
 - (3) Vests as to 20,000 shares of each of 2/7/2005, 2/7/2006 and 2/7/2007 and 13,254 shares on 2/7/2008.
 - (4) The shares granted are available to vest over five years beginning in 2009, based on the financial performance of the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.