

Foe Bryan
Form 4
February 06, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Foe Bryan

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)
02/04/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President-C.H. Robinson Europe

EDEN PRAIRIE, MN 55347

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 02/04/2013 | | F | 10,767 (1) D \$ 66.15 | 72,125 | D | |
| Common Stock | 02/06/2013 | | A | 11,700 (2) A \$ 0 | 83,825 (3) | 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)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy) | \$ 68.81 | 02/06/2013 | | A | 3,422 | 02/06/2013 12/07/2021 | Common Stock | 3,422 |
| Option (Right to Buy) | \$ 50 | | | | | ⁽⁴⁾ 12/07/2013 | Common Stock | 3,198 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Foe Bryan 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347 | | | President-C.H. Robinson Europe | |

Signatures

/s/ Troy Renner,
Attorney-in-Fact

02/06/2013

**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) Number of shares withheld to cover withholding taxes associated with the issuance of 29,700 shares of Issuer common stock in settlement of an equal number of vested performance restricted stock units previously credited to the reporting person's account in the Issuer's Non-qualified Deferred Compensation ("NQDC") Plan. The units had previously been reported in Table I.

(2) Number of performance restricted stock units that vested on 2/6/13 upon certification by the Issuer's compensation committee. Such vested units have been credited to the reporting person's account in the Issuer's NQDC Plan and will be settled in an equal number of shares of Issuer common stock at specified future dates.

(3) Included in this amount are 46,396 shares of Issuer common stock issuable in settlement of an equal number of vested performance restricted stock units credited to the reporting person's account under the Issuer's NQDC Plan, and 37,429 shares held directly by the reporting person.

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(4) Fully vested and exercisable.

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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