

ROSE PETER J  
Form 4  
September 07, 2010

**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 \*  
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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/07/2010

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

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)
				(A) or (D)	Amount or Price		
Common Stock	09/07/2010		M	24,000 A	\$ 14.29	1,115,338.5324	D <sup>(1)</sup>
Common Stock	09/07/2010		S <sup>(3)</sup>	24,000 D	\$ 42.836	1,091,338.5324	D
Common Stock						15,499.6397	I <sup>(2)</sup> By Spouse

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control 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 Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Options (Right to Buy)	\$ 14.29	09/07/2010		M	24,000	05/08/2005	05/08/2012	Common Stock	24,000
Stock Options (Right to Buy)	\$ 14.29					05/08/2005	05/08/2012	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                      09/07/2010

\*\*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).

Balance of Common Stock beneficially owned Directly reflects a reduction of 18.8329 shares reported purchased on July 30, 2010 under (1) Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan, due to a correction in purchase price determination prior to share distribution.

Balance of Common Stock beneficially owned Indirectly reflects a reduction of 4.0904 shares reported purchased on July 30, 2010 under (2) Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan, due to a correction in purchase price determination prior to share distribution.

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- (3) Shares were sold pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 24, 2010.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.65 to \$42.95,

- (4) 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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