

C H ROBINSON WORLDWIDE INC

Form 4

May 20, 2011

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FORTUN WAYNE M

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)
05/19/2011

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/19/2011		M		6,000	A	\$ 14.5 21,484
Common Stock	05/19/2011		S		3,125	D	\$ 80.65 18,359
Common Stock	05/19/2011		S		200	D	\$ 80.66 18,159

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

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information contained in this form are not
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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Option (Right to Buy)	\$ 14.5	05/19/2011		M	6,000	<u>(4)</u>	07/17/2011	Common Stock	6,000
Director Option (Right to Buy)	\$ 14.625					02/15/2002	02/14/2012	Common Stock	6,000
Director Option (Right to Buy)	\$ 14.82					02/07/2003	02/06/2013	Common Stock	10,000
Phantom Stock (Director Units)	<u>(1)</u>					12/31/2006 ⁽²⁾	12/31/2010 ⁽²⁾	Common Stock	66,000
Phantom Stock (Director Units)	<u>(1)</u>					12/31/2007 ⁽²⁾	12/31/2011 ⁽²⁾	Common Stock	55,000
Phantom Stock (Director Units)	<u>(1)</u>					12/31/2008 ⁽²⁾	12/31/2012 ⁽²⁾	Common Stock	98,000
Phantom Stock (Director Units)	<u>(1)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	86,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FORTUN WAYNE M 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347	X

Signatures

/s/Troy Renner, Attorney in fact for Wayne M.
Fortun

05/20/2011

__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) 1-for-1

(2) Vests annually each year end based on the financial performance of the Company, beginning and ending the dates shown.

(3) Issued as Director Compensation, upon board termination, the shares of phantom stock become payable in common stock in accordance with the election of the reporting person.

(4) Currently fully vested

(5) Adjusted to reflect performance shares not received because performance criteria was not met.

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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