

ESPOSITO ROSANNE
Form 5
January 28, 2009

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ESPOSITO ROSANNE

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP-Global Customs

1015 THIRD AVENUE, 12TH FLOOR

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SEATTLE, WA 98104

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 12/10/2008 | Â | G ⁽¹⁾ | 400 D \$ 0 | 10,145.9835 | D ⁽⁵⁾ | Â |
| Common Stock | 12/10/2008 | Â | G | 400 A \$ 0 | 1,200 | I | By Son #1 |
| Common Stock | 12/10/2008 | Â | G | 400 A \$ 0 | 1,200 | I | By Son #2 |
| Common Stock | 12/10/2008 | Â | G ⁽¹⁾ | 400 D \$ 0 | 9,745.9835 | D | Â |

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| | | | | | | | | | |
|--------------|------------|---|------------------|-------|---|------|------------|------------------|-----------|
| Common Stock | 12/10/2008 | Â | G ⁽¹⁾ | 400 | D | \$ 0 | 9,345.9835 | D | Â |
| Common Stock | 12/10/2008 | Â | G | 400 | A | \$ 0 | 1,200 | I | By Son #3 |
| Common Stock | 12/10/2008 | Â | G ⁽²⁾ | 800 | D | \$ 0 | 8,545.9835 | D | Â |
| Common Stock | 12/10/2008 | Â | G ⁽³⁾ | 1,000 | D | \$ 0 | 7,545.9835 | D | Â |
| Common Stock | 12/10/2008 | Â | G ⁽⁴⁾ | 1,000 | D | \$ 0 | 6,545.9835 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 64,850 | I ⁽⁶⁾ | By Trust |

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 required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (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 of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| ESPOSITO ROSANNE 1015 THIRD AVENUE, 12TH FLOOR SEATTLE, WA 98104 | Â | Â | Â | Executive VP-Global Customs |

Signatures

/s/ Rosanne Esposito
Date: 01/27/2009

**Signature of
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).
 - Gift to sons who are financially dependent on reporting person. The reporting person disclaims beneficial ownership of all securities held
 - (1) by her sons, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (2) Gift to niece and nephews who are not financially dependent on and do not share a household with reporting person.
 - (3) Gift to the University of Puget Sound
 - (4) Gift to the Greater Washington Chapter, National Multiple Sclerosis Society
 - (5) Beginning balance of Common Stock beneficially owned 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.
 - (6) These shares were previously reported as directly beneficially owned but are now held by the reporting person in a living trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.