

C H ROBINSON WORLDWIDE INC

Form 4

March 02, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
OBRIEN CHRIS

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)
8100 MITCHELL ROAD, #200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2005

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Vice President

EDEN PRAIRIE, MN 55344

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)	
			Code	V	Amount (A) or (D)	Price		
Common Stock	02/28/2005		M		855	A \$ 9	16,320	D
Common Stock	02/28/2005		M		4,729	A \$ 12.5937	21,049	D
Common Stock	02/28/2005		S		300	D \$ 54.56	20,749	D
Common Stock	02/28/2005		S		200	D \$ 54.57	20,549	D
Common Stock	02/28/2005		S		584	D \$ 54.58	19,965	D

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Common Stock	02/28/2005	S	1,030	D	\$ 54.6	18,935	D	
Common Stock	02/28/2005	S	800	D	\$ 54.62	18,135	D	
Common Stock	02/28/2005	S	200	D	\$ 54.64	17,935	D	
Common Stock	02/28/2005	S	900	D	\$ 54.67	17,035	D	
Common Stock	02/28/2005	S	300	D	\$ 54.69	16,735	D	
Common Stock	02/28/2005	S	270	D	\$ 54.7	16,465	D	
Common Stock	02/28/2005	S	1,000	D	\$ 54.72	15,490 ⁽¹⁾	D	
Common Stock						15,000 ⁽²⁾	I	Rabbi Trust

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to buy)	\$ 9	02/28/2005		M	855	⁽³⁾ 10/15/2007	Common Stock 875
Option (right to buy)	\$ 12.5937	02/28/2005		M	4,729	⁽³⁾ 02/15/2009	Common Stock 4,750
Option (right to	\$ 20.345					⁽³⁾ 01/31/2010	Common Stock 4,000

buy)

Option (right to buy)	\$ 28	02/01/2003 ⁽⁴⁾	02/01/2011	Common Stock	3,000
Option (right to buy)	\$ 29.25	02/15/2004 ⁽⁴⁾	02/15/2012	Common Stock	4,000
Option (right to buy)	\$ 29.64	02/07/2005 ⁽⁴⁾	02/07/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OBRIEN CHRIS 8100 MITCHELL ROAD, #200 EDEN PRAIRIE, MN 55344			Vice President	

Signatures

/s/ Chris O'Brien 03/02/2005

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) Includes shares held in the employee stock purchase plan as of a statement dated 12/31/04.
- (2) The shares granted are available to vest over five years, based on the financial performance of the Company.
- (3) Fully vested.
- (4) Vests two years from date of grant in annual cumulative installments of 25% beginning this date.

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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