

BUTTS JAMES

Form 4

December 09, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BUTTS JAMES

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2005

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

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

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

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)
Common Stock	12/07/2005		A	(A) or (D) Amount (1) 45,000	\$ 0 75,000	I	By Rabbi Trust
Common Stock					755,331	D	

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)

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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. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	
Stock Option (Right to Buy)	\$ 41.25					11/23/2005	10/15/2007	Common Stock
								1,309
Stock Option (Right to Buy)	\$ 6.296					(2)	02/15/2009	Common Stock
								12,000
Stock Option (Right to Buy)	\$ 10.173					(3)	01/31/2010	Common Stock
								20,000
Stock Option (Right to Buy)	\$ 14					(4)	02/01/2011	Common Stock
								8,000
Stock Option (Right to Buy)	\$ 14.625					(5)	02/15/2012	Common Stock
								30,000
Stock Option (Right to Buy)	\$ 14.82					(6)	02/07/2013	Common Stock
								30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Vice President	

BUTTS JAMES
8100 MITCHELL ROAD
EDEN PRAIRIE, MN 55344

Signatures

/s/ James E.

12/09/2005

Butts

 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) The shares granted are available to vest over five years beginning in 2006, based on the financial performance of the Company.

(2) 100% exercisable.

(3) Vests 25% annually on the anniversary of the date of grant beginning 1/31/02.

(4) Vests 25% annually on the anniversary of the date of grant beginning 2/1/03.

(5) Vests 25% annually on the anniversary of the date of grant beginning 2/15/04.

(6) Vests 25% annually on the anniversary of the date of grant beginning 2/7/05.

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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