

C H ROBINSON WORLDWIDE INC
 Form 4
 April 06, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
WIEHOFF JOHN

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)
04/04/2005

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

EDEN PRAIRIE, MN 55344

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 1,754 | I | By child |
| Common Stock | | | | | 28,000 | I | By spouse |
| Common Stock | 04/04/2005 | | A | 530 ⁽¹⁾ A \$ 51.13 | 215,892 | I | By trust |
| Common Stock | | | | | 144,612 | D | |

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 1474
(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy) | \$ 12.594 | | | | | 02/15/2004 02/14/2009 | Common Stock | 4,403 |
| Option (Right to Buy) | \$ 12.594 | | | | | 02/15/2001 ⁽²⁾ 02/14/2009 | Common Stock | 17,706 |
| Option (Right to Buy) | \$ 20.344 | | | | | 01/31/2005 01/30/2010 | Common Stock | 4,914 |
| Option (Right to Buy) | \$ 20.345 | | | | | ⁽³⁾ 01/30/2010 | Common Stock | 95,086 |
| Option (Right to Buy) | \$ 28 | | | | | 02/01/2006 01/31/2011 | Common Stock | 3,571 |
| Option (Right to Buy) | \$ 28 | | | | | ⁽⁴⁾ 02/14/2012 | Common Stock | 36,429 |
| Option (Right to Buy) | \$ 29.25 | | | | | 02/15/2007 02/14/2012 | Common Stock | 3,418 |
| Option (Right to Buy) | \$ 29.25 | | | | | ⁽⁵⁾ 02/14/2012 | Common Stock | 26,582 |
| Option | \$ 29.64 | | | | | 02/07/2008 02/06/2013 | Common | 3,373 |

| (Right to Buy) | | | | Stock | |
|--------------------------------|-----|------------|--------------|--------------|--------|
| Option (Right to Buy) \$ 29.64 | (6) | 02/06/2013 | Common Stock | | 36,627 |
| Option (Right to Buy) \$ 31.61 | | 02/20/2003 | 10/15/2007 | Common Stock | 1,423 |
| Option (Right to Buy) \$ 36.92 | | 07/31/2003 | 02/14/2009 | Common Stock | 7,350 |
| Option (Right to Buy) \$ 36.92 | | 07/31/2003 | 02/14/2009 | Common Stock | 2,606 |
| Option (Right to Buy) \$ 51.8 | | 10/22/2004 | 10/15/2007 | Common Stock | 3,686 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WIEHOFF JOHN 8100 MITCHELL ROAD, #200 EDEN PRAIRIE, MN 55344 | X | | CEO | |

Signatures

John P. Wiehoff 04/05/2005

**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) Deferred shares held in a non-qualified grantor trust for reporting person's benefit. Dividends paid on these shares are automatically used to purchase additional shares of the issuer. The transaction listed above is a purchase of shares by the trust.
- (2) Vests as to 3,256 shares on each of 2/15/2001 and 2/15/2002 and 5,597 shares on 2/15/2003 and 2/15/2004.
- (3) Vests as to 25,000 shares on 1/31/2002, 50,000 shares on 1/31/2004 and 20,086 shares on 1/31/2005.
- (4) Vests as to 10,000 shares on each of 2/1/2003, 2/1/2004 and 2/1/2005 and 6,429 shares on 2/1/2006.
- (5) Vests as to 7,500 shares on each of 2/15/2004, 2/15/2005 and 2/15/2006 and 4,082 shares on 2/15/2007.
- (6) Vests as to 10,000 shares on each of 2/7/2005, 2/7/2006 and 2/7/2007 and 6,627 shares on 2/7/2008.

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