

C H ROBINSON WORLDWIDE INC

Form 4

February 16, 2006

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 *
MANNING TIMOTHY P

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)
02/15/2006

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

EDEN PRAIRIE, MN 55344

(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					5,056	I	By Spouse
Common Stock					66,046	I	By Rabbi Trust
Common Stock	02/15/2006		M/K		13,000	A	\$ 6.2968
Common Stock	02/15/2006		F		1,917	D	\$ 42.68
Common Stock	02/15/2006		S		3,892	D	\$ 42.6
					108,442 ⁽³⁾	D	
					106,525	D	
					102,633	D	

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Common Stock	02/15/2006	S	2,800	D	\$ 42.61	99,833	D
Common Stock	02/15/2006	S	1,000	D	\$ 42.62	98,833	D
Common Stock	02/15/2006	S	400	D	\$ 42.7	98,433	D
Common Stock	02/15/2006	S	200	D	\$ 42.72	98,233	D
Common Stock	02/15/2006	S	937	D	\$ 42.73	97,296	D
Common Stock	02/15/2006	S	371	D	\$ 42.74	96,925	D
Common Stock	02/15/2006	S	900	D	\$ 42.75	96,025	D
Common Stock	02/15/2006	S	200	D	\$ 42.76	95,825	D
Common Stock	02/15/2006	S	300	D	\$ 42.77	95,525	D

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option (Right to Buy)	\$ 6.2969	02/15/2006		M/K	13,000	<u>(1)</u> 02/15/2009	Common Stock
Stock Option (Right to Buy)	\$ 10.1725					<u>(1)</u> 01/31/2010	Common Stock

Stock Option (Right to Buy)	\$ 14					02/01/2003 ⁽²⁾	02/01/2011	Common Stock	24
Stock Option (Right to Buy)	\$ 14.625					02/15/2004 ⁽²⁾	02/15/2012	Common Stock	30
Stock Option (Right to Buy)	\$ 26.2					⁽¹⁾	10/15/2007	Common Stock	
Stock Option (Right to Buy)	\$ 14.82					02/07/2005 ⁽²⁾	02/17/2013	Common Stock	30
Stock Option (Right to Buy)	\$ 18.15					⁽¹⁾	01/31/2010	Common Stock	1,
Stock Option (Right to Buy)	\$ 18.15					⁽¹⁾	02/01/2011	Common Stock	6,
Stock Option (Right to Buy)	\$ 42.68	02/15/2006		A/K	1,917	02/16/2006	02/15/2009	Common Stock	1,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANNING TIMOTHY P 8100 MITCHELL ROAD EDEN PRAIRIE, MN 55344			Vice President	

Signatures

/s/ Timothy P.
Manning

02/16/2006

 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) 100% Vested.

(2) Vests in 25% annual cumulative increments on the anniversary of the date of grant beginning this date.

(3) Includes shares held in the employee stock purchase plan as of a statement dated 3/31/2005.

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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