

C H ROBINSON WORLDWIDE INC
 Form 4
 November 08, 2006

FORM 4 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).

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)
11/06/2006

____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) Amount Price | 3,508 | I | By child |
| Common Stock | | | | (A) Amount Price | 56,000 | I | By spouse |
| Common Stock | | | | (A) Amount Price | 557,612 ⁽¹⁾ | I | By Trust |
| Common Stock | 11/06/2006 | | M/K | 24,000 A \$ 6.297 | 262,925 | D | |
| Common Stock | 11/06/2006 | | F/K | 3,596 D \$ 42.02 | 259,329 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|---------|---|---------------|
| Common Stock | 11/06/2006 | G | 24,000 | D | \$ 0 | 235,329 | D | |
| Common Stock | 11/06/2006 | G | 24,000 | A | \$ 0 | 24,000 | I | By Foundation |
| Common Stock | 11/07/2006 | S | 24,000 | D | \$ 42.5096 | 0 | I | By Foundation |

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 |
| Option (Right to Buy) | \$ 6.297 | | | | | 02/15/2004 02/15/2009 | Common Stock 8, |
| Option (Right to Buy) | \$ 6.297 | 11/06/2006 | | M/K | 24,000 | 02/15/2001 ⁽²⁾ 02/15/2009 | Common Stock 35 |
| Option (Right to Buy) | \$ 10.172 | | | | | 01/31/2005 01/31/2010 | Common Stock 9, |
| Option (Right to Buy) | \$ 10.172 | | | | | ⁽²⁾ 01/31/2010 | Common Stock 90 |
| Option (Right to Buy) | \$ 14 | | | | | 02/01/2006 02/01/2011 | Common Stock 7, |
| Option (Right to Buy) | \$ 14 | | | | | ⁽²⁾ 02/15/2012 | Common Stock 72 |
| Option (Right to Buy) | \$ 14.625 | | | | | 02/15/2007 02/15/2012 | Common Stock 6, |

| | | | | | | | | | | |
|---------------------------------------|------------|--|-----|-------|--|------------|------------|-----------------|-----------------|----|
| Option (Right to Buy) \$ 14.625 | | | | | | <u>(3)</u> | 02/15/2012 | Common Stock | 53 | |
| Option (Right to Buy) \$ 14.82 | | | | | | | 02/07/2008 | 02/07/2013 | Common Stock | 6 |
| Option (Right to Buy) \$ 14.82 | | | | | | <u>(4)</u> | 02/07/2013 | Common Stock | 73 | |
| Option (Right to Buy) \$ 15.805 | | | | | | | 02/20/2003 | 10/15/2007 | Common Stock | 2 |
| Option (Right to Buy) \$ 18.46 | | | | | | | 07/31/2003 | 02/15/2009 | Common Stock | 14 |
| Option (Right to Buy) \$ 18.46 | | | | | | | 07/31/2003 | 02/15/2009 | Common Stock | 5 |
| Option (Right to Buy) \$ 25.9 | | | | | | | 10/22/2004 | 10/15/2007 | Common Stock | 7 |
| Option (Right to Buy) \$ 47.92 | | | | | | | 08/18/2006 | 01/31/2010 | Common Stock | 54 |
| Option (Right to Buy) \$ 42.02 | 11/06/2006 | | A/K | 3,596 | | | 11/06/2006 | 02/15/2009 | Common Stock | 3 |

Reporting Owners

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

Signatures

/s/ John P. Wiehoff
11/08/2006

**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).

Deferred shares held in a non-qualified grantor trust for reporting person's benefit. Dividends paid on these shares are automatically used

(1) to purchase additional shares of the issuer. The transaction listed above is a purchase of shares by the trust. Of the shares reflected, 120,000 are available to vest over five years beginning in 2006, based on the financial performance of the Company.

(2) Currently 100% vested.

(3) Vests as to 15,000 shares on each of 2/15/2004, 2/15/2005 and 2/15/2006 and 8,164 shares on 2/15/2007.

(4) Vests as to 20,000 shares of each of 2/7/2005, 2/7/2006 and 2/7/2007 and 13,254 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.

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