

EZRILOV ROBERT
Form 4
November 26, 2008

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 *
EZRILOV ROBERT

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)
14701 CHARLSON ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2008

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

EDEN PRAIRIE, MN 55347
(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 3,000 | I | Family Foundation |
| Common Stock | | | | | 50,000 | I | By GRAT |
| Common Stock | 11/24/2008 | | M | 12,000 A \$ 6.2969 | 42,582 | D | |
| Common Stock | 11/24/2008 | | S | 12,000 D \$ 50.3204 | 30,636 ⁽⁴⁾ ₍₃₎ | D | |

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Director Option (Right to Buy) | \$ 6.2969 | 11/24/2008 | | M | 12,000 | 02/15/1999 02/14/2009 | Common Stock | 12,000 |
| Director Option (Right to Buy) | \$ 10.1719 | | | | | 01/31/2000 01/30/2010 | Common Stock | 12,000 |
| Director Option (Right to Buy) | \$ 14 | | | | | 02/01/2001 01/31/2011 | Common Stock | 6,000 |
| Director Option (Right to Buy) | \$ 14.625 | | | | | 02/15/2002 02/14/2012 | Common Stock | 6,000 |
| Director Option (Right to Buy) | \$ 14.82 | | | | | 02/07/2003 02/06/2013 | Common Stock | 10,000 |
| Phantom Stock (Director Units) | (1) | | | | | 12/31/2006 ⁽²⁾ 12/31/2010 ⁽²⁾ | Common Stock | 6,000 |
| Phantom Stock (Director Units) | (1) | | | | | 12/31/2007 ⁽²⁾ 12/31/2011 ⁽²⁾ | Common Stock | 5,000 |

Phantom
Stock
(Director
Units)

(1)

12/31/2008⁽²⁾

12/31/2012⁽²⁾

Common
Stock

9

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EZRILOV ROBERT 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347 | | X | | |

Signatures

/s/ Troy Renner, Attorney in Fact for Robert
Ezrilov

11/25/2008

__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) 1-for-1

(2) Vests annually each year end based on the financial performance of the Company, beginning and ending the dates shown.

The price reported is the weighted average sale price for the transactions reported. The prices received ranged from \$50.25 to \$50.4973.

(3) The reporting person will provide to the issuer, a security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each price within the range.

(4) The number of shares held since the last report has been adjusted to reflect an addition of 54 shares to correct an error apparently made over 5 years ago.

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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