

LEMKE JAMES
Form 4
August 31, 2009

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 *
LEMKE 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)
14701 CHARLSON ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/28/2009

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

EDEN PRAIRIE, MN 55347

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					108,514	I	By Rabbi Trust
Common Stock	08/28/2009		M		20,000	A	\$ 10.1725
Common Stock	08/28/2009		S		1,700	D	\$ 56.76
Common Stock	08/28/2009		S		18,300	D	\$ 56.75
					146,607 ⁽¹⁾	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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option (Right to Buy)	\$ 10.725	08/28/2009		M	20,000	(2) 01/31/2010	Common Stock	20,000
Option (Right to Buy)	\$ 14					(2) 02/01/2011	Common Stock	7,868
Option (Right to Buy)	\$ 14					(2) 02/01/2011	Common Stock	132
Option (Right to Buy)	\$ 14.625					(2) 02/15/2012	Common Stock	6,444
Option (Right to Buy)	\$ 14.625					(2) 02/15/2012	Common Stock	3,556
Option (Right to Buy)	\$ 14.82					(2) 02/07/2013	Common Stock	13,416
Option (Right to Buy)	\$ 14.82					(2) 02/07/2013	Common Stock	16,584

Reporting Owners

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

LEMKE JAMES
14701 CHARLSON ROAD
EDEN PRAIRIE, MN 55347

Signatures

/s/ Troy Renner, Attorney in fact for James P.
Lemke

08/31/2009

__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) Includes shares held in the employee stock purchase plan as of a statement dated 3/31/2009.
- (2) Currently 100% vested.

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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