

BUTTS JAMES
Form 4
May 04, 2010

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 *
BUTTS 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)
05/03/2010

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

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					123,650 ⁽⁵⁾	I	By Rabbi Trust
Common Stock					21,000	I	By children
Common Stock	05/03/2010		M	8,000 A	\$ 14 362,525 ⁽¹⁾	D	
Common Stock	05/03/2010		M	13,354 A	\$ 14.625 375,879	D	
Common Stock	05/03/2010		M	6,746 A	\$ 14.82 382,625	D	

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Common Stock	05/03/2010	F	6,595	D	\$ 61.77	376,030	D
Common Stock	05/03/2010	S	18,700	D	\$ 61.65	357,330	D
Common Stock	05/03/2010	S	1,300	D	\$ 61.7	356,030	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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	
Stock Option (Right to Buy)	\$ 14	05/03/2010		M		8,000	(2)	02/01/2011	Common Stock 8,000
Stock Option (Right to Buy)	\$ 14.625	05/03/2010		M		13,354	(3)	02/15/2012	Common Stock 13,354
Stock Option (Right to Buy)	\$ 14.82	05/03/2010		M		6,746	(4)	02/07/2013	Common Stock 6,746
Stock Option (Right to Buy)	\$ 61.77	05/03/2010		A	1,814		05/03/2010	02/01/2011	Common Stock 1,814
Stock Option (Right to Buy)	\$ 61.77	05/03/2010		A	3,162		05/03/2010	02/15/2012	Common Stock 3,162
Stock	\$ 61.77	05/03/2010		A	1,619		05/03/2010	02/07/2013	Common Stock 1,619

Option
(Right to
Buy)

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUTTS JAMES 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347			Vice President	

Signatures

/s/ Troy Renner, Attorney in Fact for James E.

Butts

05/04/2010

 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 March 31, 2009.
- (2) Vests 25% annually on the anniversary of the date of grant beginning 2/1/03.
- (3) Vests 25% annually on the anniversary of the date of grant beginning 2/15/04.
- (4) Vests 25% annually on the anniversary of the date of grant beginning 2/7/05.
- (5) Total number of shares includes shares vesting based on performance criteria.

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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