

EZRILOV ROBERT

Form 4

October 04, 2010

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 *
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)
09/30/2010

☒ 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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	3,000	I	Family Foundation
Common Stock					0 ⁽⁴⁾	I	By GRAT
Common Stock					80,636	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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)	<u>(1)</u>							12/31/2006 ⁽²⁾	12/31/2010 ⁽²⁾	Common Stock	673
Phantom Stock (Director Units)	<u>(1)</u>							12/31/2007 ⁽²⁾	12/31/2011 ⁽²⁾	Common Stock	553
Phantom Stock (Director Units)	<u>(1)</u>							12/31/2008 ⁽²⁾	12/31/2012 ⁽²⁾	Common Stock	981
Phantom Stock (Director Units)	<u>(1)</u>	09/30/2010		A	715	<u>(3)</u>	<u>(3)</u>			Common Stock	866

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	10/04/2010
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__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.
- (3) Issued as Director Compensation, upon board termination, the shares of phantom stock become payable in common stock in accordance with the election of the reporting person.
- (4) Pursuant to the terms of the GRAT, Mr. Ezrilov substituted assets in the GRAT by exchanging 28,845 shares of the Company's stock held by the GRAT for shares of a diversified bond fund valued at \$1,773,967.50, which implies a transaction value of \$61.50 per share. This exchange may be deemed to have been a purchase for purposes of Section 16, although Mr. Ezrilov continues to beneficially own the same total number of shares due to the transfer of the GRAT shares from indirect ownership to direct ownership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.