

EXPEDITORS INTERNATIONAL OF WASHINGTON INC

Form 4

May 09, 2006

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COUGHLIN PHILIP M

2. Issuer Name **and** Ticker or Trading
Symbol
EXPEDITORS INTERNATIONAL
OF WASHINGTON INC [EXPD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1015 THIRD AVENUE, 12TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
05/05/2006

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Senior VP-North America

(Street)
SEATTLE, WA 98104

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)	(A) or (D)	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			
Common Stock	05/05/2006		M		16,000	A \$ 6.27	19,564.69 ⁽¹⁾	D
Common Stock	05/05/2006		S		1,000	D \$ 104.25	18,564.69 ⁽¹⁾	D
Common Stock	05/05/2006		S		200	D \$ 104.28	18,364.69 ⁽¹⁾	D
Common Stock	05/05/2006		S		12,900	D \$ 104.31	5,464.69 ⁽¹⁾	D
Common Stock	05/05/2006		S		1,400	D \$ 104.32	4,064.69 ⁽¹⁾	D

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Common Stock	05/05/2006	S	100	D	\$ 104.35	3,964.69 ⁽¹⁾	D
Common Stock	05/05/2006	S	200	D	\$ 104.37	3,764.69 ⁽¹⁾	D
Common Stock	05/05/2006	S	200	D	\$ 104.39	3,564.69 ⁽¹⁾	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to buy)	\$ 6.27	05/05/2006		M	16,000	05/07/2000 05/07/2007	Common Stock 16,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COUGHLIN PHILIP M
1015 THIRD AVENUE, 12TH FLOOR
SEATTLE, WA 98104

Senior VP-North America

Signatures

Philip M Coughlin 05/09/2006

**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).
- (1) Includes 4,713 shares acquired on December 15, 2005 pursuant to the reinvestment of a dividend under Expeditors 2002 Employee Stock Purchase Plan.

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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