

C H ROBINSON WORLDWIDE INC
 Form 4
 February 17, 2005

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 *
SATTERLEE SCOTT

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)
8100 MITCHELL ROAD, #200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2005

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

EDEN PRAIRIE, MN 55344

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	02/16/2005		M		3,800	A	\$ 9 7,707
Common Stock	02/16/2005		M		3,800	A	\$ 12.5937 11,507
Common Stock	02/16/2005		S		545	D	\$ 53.3 10,962
Common Stock	02/16/2005		S		400	D	\$ 53.32 10,562
Common Stock	02/16/2005		S		155	D	\$ 55.34 10,407

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Common Stock	02/16/2005	S	100	D	\$ 53.35	10,307	D	
Common Stock	02/16/2005	S	100	D	\$ 53.36	10,207	D	
Common Stock	02/16/2005	S	400	D	\$ 53.37	9,807	D	
Common Stock	02/16/2005	S	100	D	\$ 53.4	9,707	D	
Common Stock	02/16/2005	S	1,394	D	\$ 53.41	8,313	D	
Common Stock	02/16/2005	S	1,601	D	\$ 53.44	6,712	D	
Common Stock	02/16/2005	S	206	D	\$ 53.45	6,506	D	
Common Stock	02/16/2005	S	100	D	\$ 53.52	6,406	D	
Common Stock	02/16/2005	S	199	D	\$ 53.53	6,207	D	
Common Stock	02/16/2005	S	694	D	\$ 53.54	5,513	D	
Common Stock	02/16/2005	S	200	D	\$ 53.55	5,313	D	
Common Stock	02/16/2005	S	1,406	D	\$ 55.56	4,052 ⁽¹⁾	D	
Common Stock						20,784	I	By Rabbi Trust

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. Derivative Securities (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Plan (Right to Buy)	\$ 9	02/16/2005	M				(2)	10/15/2007	Common Stock	3,800
Stock Option Plan (Right to Buy)	\$ 12.5937	02/16/2005	M				(2)	02/15/2009	Common Stock	3,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SATTERLEE SCOTT 8100 MITCHELL ROAD, #200 EDEN PRAIRIE, MN 55344			Vice President	

Signatures

/s/ Scott
Satterlee

02/17/2004

**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 12/31/2004.

(2) Currently 100% vested.

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