

C H ROBINSON WORLDWIDE INC  
 Form 4  
 October 29, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**WIEHOFF JOHN**

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)  
**10/27/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO**

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |   |
| Common Stock                    |                                      |  |                                |   | 3,508   | I  | By child  |
| Common Stock                    |                                      |  |                                |   | 56,000  | I  | By spouse   |
| Common Stock                    |                                      |  |                                |   | 677,444 <sup>(1)</sup>  | I  | By Trust  |
| Common Stock                    | 10/28/2009                           |  | G                              | V 9,232 A \$ 0  | 9,232   | I  | By Foundation   |
| Common Stock                    | 10/29/2009                           |  | S                              | 9,232 D \$ 56   | 0   | I  | By Foundation   |

Edgar Filing: C H ROBINSON WORLDWIDE INC - Form 4

|              |            |     |        |   |                      |         |   |
|--------------|------------|-----|--------|---|----------------------|---------|---|
| Common Stock | 10/28/2009 | G V | 9,232  | D | \$ 0                 | 220,596 | D |
| Common Stock | 10/27/2009 | M/K | 9,828  | A | \$ 10.172            | 230,424 | D |
| Common Stock | 10/27/2009 | F/K | 1,770  | D | \$ 56.49             | 228,654 | D |
| Common Stock | 10/27/2009 | S   | 12,253 | D | \$<br>57.0015<br>(3) | 216,401 | 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 number.**

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy)                      | \$ 10.172  | 10/27/2009                           |  | M/K                            | 9,828   | 01/31/2005 01/31/2010                                    | Common Stock  | 9,828                         |
| Option (Right to Buy)                      | \$ 14  |                                      |  |                                |   | 02/01/2006 02/01/2011                                    | Common Stock  | 7,142                         |
| Option (Right to Buy)                      | \$ 14.625  |                                      |  |                                |   | 02/15/2007 02/15/2012                                    | Common Stock  | 6,836                         |
| Option (Right to Buy)                      | \$ 14.625  |                                      |  |                                |   | (2) 02/15/2012   | Common Stock  | 53,164                        |
| Option (Right to Buy)                      | \$ 14.82   |                                      |  |                                |   | 02/07/2008 02/07/2013                                    | Common Stock  | 6,746                         |

|                          |          |            |  |     |       |            |            |                 |        |
|--------------------------|----------|------------|--|-----|-------|------------|------------|-----------------|--------|
| Option<br>(Right to Buy) | \$ 14.82 |            |  |     |       | <u>(2)</u> | 02/07/2013 | Common<br>Stock | 73,254 |
| Option<br>(Right to Buy) | \$ 53.97 |            |  |     |       | 07/24/2009 | 02/15/2012 | Common<br>Stock | 41,941 |
| Option<br>(Right to Buy) | \$ 56.49 | 10/27/2009 |  | A/K | 1,770 | 10/27/2009 | 01/31/2010 | Common<br>Stock | 1,770  |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| WIEHOFF JOHN<br>14701 CHARLSON ROAD<br>EDEN PRAIRIE, MN 55347 | X             |           | CEO     |       |

## Signatures

/s/ Troy Renner, Attorney in fact for John P. Wiehoff  
10/29/2009

\_\_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).
- Deferred shares held in a non-qualified grantor trust for reporting person's benefit. Dividends paid on these shares are automatically used
- (1) to purchase additional shares of the issuer. Of the shares reflected, 120,000 are available to vest over five years beginning in 2006 and 101,510 shares are available to vest over five years, based on the financial performance of the Company.
  - (2) Currently 100% vested.
  - (3) The price reported is the weighted average sale price for the transactions reported. The prices received ranged from \$57.00 to \$57.02. The reporting person will provide to the issuer, a security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each price within the range.

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.