

EXPEDITORS INTERNATIONAL OF WASHINGTON INC
 Form 4
 May 05, 2006

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 *
 ESPOSITO ROSANNE

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)
 ___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
 Executive VP-Global Customs

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/03/2006

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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 8,267.99 ⁽¹⁾ <u>(2)</u> | D | |
| Common Stock | | | | | 100 | I | By Son #1 |
| Common Stock | | | | | 100 | I | By Son #2 |
| Common Stock | | | | | 100 | I | By Son #3 |

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Stock Options (Right to buy) | \$ 87.76 | 05/03/2006 | | A | 5,000 | 05/03/2009 ⁽³⁾ 05/03/2016 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ESPOSITO ROSANNE 1015 THIRD AVENUE, 12TH FLOOR SEATTLE, WA 98104 | | | Executive VP-Global Customs | |

Signatures

Rosanne Esposito
05/05/2006
**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).
- (4) Employee Stock Options granted at no cost pursuant to Expeditors International of Washington, Inc.'s 2005 Stock Option Plan.
- (3) The option vests in three installments. 50% three years from date of grant, 25% on the fourth and fifth years from the date of grant.
- (2) Expeditors 2002 Employee Stock Purchase Plan. Includes 4.713 shares acquired on December 15, 2005 pursuant to the reinvestment of a dividend under Expeditors 2002 Employee Stock Purchase Plan.

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- (1) Includes 529.094 shares acquired from Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan on July 29, 2005. Includes 4.956 shares acquired on June 15, 2005 pursuant to the reinvestment of a dividend under Expeditors 2002 EIncludes 529.094 shares acquired from Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan on July 29, 2005. Includes 4.956 shares acquired on June 15, 2005 pursuant to the reinvestment of a dividend under Expeditors 2002 E

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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