

C H ROBINSON WORLDWIDE INC
 Form 4
 November 01, 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 *
RENNER TROY

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)
10/28/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Treasurer and Ass't Secretary

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | | | | | 886 ⁽¹⁾ | I | By Spouse |
| Common Stock | | | | | 16,524 ⁽¹⁾ | I | By Rabbi Trust |
| Common Stock | 10/28/2005 | | S | 3,401 D \$ 33.31 | 29,345 ⁽¹⁾ | D | |
| Common Stock | 10/28/2005 | | S | 442 D \$ 33.34 | 28,903 ⁽¹⁾ | D | |
| Common Stock | 10/28/2005 | | S | 100 D \$ 33.35 | 28,803 ⁽¹⁾ | D | |

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| | | | | | | | |
|--------------|------------|---|----------------------|---|-----------------------|--------------------------------------|---|
| Common Stock | 10/28/2005 | S | 238 | D | \$ 33.36 | 28,565 ⁽¹⁾ | D |
| Common Stock | 10/28/2005 | S | 314 | D | \$ 33.38 | 28,251 ⁽¹⁾ | D |
| Common Stock | 10/28/2005 | S | 1,509 | D | \$ 33.39 | 26,742 ⁽¹⁾ | D |
| Common Stock | 10/28/2005 | S | 96 | D | \$ 33.4 | 26,646 ⁽¹⁾ | D |
| Common Stock | 10/28/2005 | S | 1,200 | D | \$ 33.46 | 25,446 ⁽¹⁾ | D |
| Common Stock | 10/28/2005 | M | 8,550 ⁽¹⁾ | A | \$ 4.5 ⁽¹⁾ | 33,996 ⁽¹⁾ | D |
| Common Stock | 10/28/2005 | F | 1,115 | D | \$ 34.49 | 32,881 ⁽¹⁾ | D |
| Common Stock | 10/31/2005 | S | 135 | D | \$ 34.59 | 32,746 ⁽¹⁾ ⁽⁹⁾ | 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.

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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 Security (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 4.5 ⁽¹⁾ | 10/28/2005 | | M | 8,550 | ⁽²⁾ | 10/14/2007 | Common Stock | 10,000 ⁽¹⁾ |
| Option (Right to Buy) | \$ 34.49 | 10/28/2005 | | A | 1,115 | 10/28/2005 | 10/14/2007 | Common Stock | 1,115 |
| Option (Right to Buy) | \$ 6.296 ⁽¹⁾ | | | | | ⁽²⁾ | 02/14/2009 | Common Stock | 19,000 |

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) Number of shares and option exercise prices have been adjusted to reflect a two-for-one stock split effective on 10/14/2005.

(2) Currently 100% vested.

(3) Vests as to 686 shares on each of 2/1/2003 and 2004, 1754 shares on 2/1/2005 and 2,500 shares on 2/1/2006.

(4) Vests as to 1,025 shares on 2/15/2006 and 2,500 shares on 2/15/2007.

(5) Vests as to 2,500 shares on each of 2/15/2004 and 2/15/2005 and 1,475 shares on 2/15/2006.

(6) Vests in 25% annual cumulative installments, beginning this date.

(7) Vests as to 906 shares on 2/7/2007 and 2,500 shares on 2/7/2008.

(8) Vests as to 2,500 shares on each of 2/7/2005 and 2/7/2006 and 1,594 shares on 2/7/2007.

(9) Includes shares held in the employee stock purchase plan as of a statement dated 10/31/2005.

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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