

TOCCI ROBERT S
Form 4
August 26, 2005

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 *
TOCCI ROBERT S

2. Issuer Name and Ticker or Trading Symbol
WORLD FUEL SERVICES CORP
[INT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9800 N.W. 41ST STREET, SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO & EVP

MIAMI, FL 33178

(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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	08/24/2005		M			33,332	A	\$ 14.365 (1)	66,407	D	
Common Stock	08/24/2005		M			14,012	A	\$ 12.5 (1)	80,419	D	
Common Stock	08/24/2005		M			19,320	A	\$ 10.35 (1)	99,739	D	
Common Stock	08/24/2005		F			37,460 (2)	D	\$ 30.47 (3)	62,279	D	

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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)	Amount or Number of Shares
Stock Option	\$ 14.365	08/24/2005		M	33,332 (4)	07/29/2004 ⁽⁵⁾ 07/29/2008	Common Stock	33,332
Stock Option	\$ 12.5	08/24/2005		M	14,012 (7)	04/30/2004 ⁽⁸⁾ 04/30/2008	Common Stock	14,012
Stock Option	\$ 10.35	08/24/2005		M	19,320 (9)	04/30/2004 ⁽¹⁰⁾ 04/30/2008	Common Stock	19,320

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOCCI ROBERT S 9800 N.W. 41ST STREET SUITE 400 MIAMI, FL 33178			CFO & EVP	

Signatures

Robert S. Tocci 08/26/2005
 **Signature of Date
 Reporting Person

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) This price has been adjusted to reflect that on February 1, 2005, the common stock of World Fuel Services Corp. split 2-for-1.
- (2) In order to satisfy the reporting person's tax liability and obligation to pay the exercise prices associated with the option exercises reported on Table II of this Form, the reporting person tendered 37,460 shares to the Company.

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- (3) The number shown is the average of the high and low prices for the issuer's common stock on the NYSE on the date that the restricted shares vested.
- (4) This option was previously reported as covering 25,000 shares at an exercise price of \$28.73 per share, but was adjusted to reflect the stock split on February 1, 2005.
- (5) These options vest in three installments over a three-year period as follows: 16,666 options vested on July 29, 2004; 16,666 options vested on July 29, 2005; and 16,668 options will vest on July 29, 2006.
- (6) These options were granted to the reporting person, without payment therefor, as compensation for serving as an executive officer of the issuer.
- (7) This option was previously reported as covering 14,100 shares at an exercise price of \$25 per share, but was adjusted to reflect the stock split on February 1, 2005.
- (8) These options vest in three installments over a three-year period as follows: 7,006 options vested on April 30, 2004; 7,006 options vested on April 30, 2005; and 14,188 options will vest on April 30, 2006.
- (9) This option was previously reported as covering 10,900 shares at an exercise price of \$20.70 per share, but was adjusted to reflect the stock split on February 1, 2005.
- (10) These options vest in three installments over a three-year period as follows: 9,660 options vested on April 30, 2004; 9,660 options vested on April 30, 2005; and 2,480 options will vest on April 30, 2006.

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.