

WALKER MARK A
Form 4
November 07, 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 *
WALKER MARK A

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)
11/03/2005

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President

EDEN PRAIRIE, MN 55344
(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | | | | | 30,524 | I | By Rabbi Trust |
| Common Stock | | | | | 1,000 ⁽¹⁾ | I | By Daughter |
| Common Stock | | | | | 800 ⁽¹⁾ | I | By Daughter |
| Common Stock | 11/03/2005 | | S | 5,300 D | \$ 37.25 | 201,912 | D |
| Common Stock | 11/03/2005 | | S | 7,500 D | \$ 37.26 | 194,412 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|------------------------|---|
| Common Stock | 11/03/2005 | S | 4,221 | D | \$ 37.27 | 190,191 | D |
| Common Stock | 11/03/2005 | S | 3,537 | D | \$ 37.28 | 186,654 | D |
| Common Stock | 11/03/2005 | S | 3,435 | D | \$ 37.29 | 183,219 | D |
| Common Stock | 11/03/2005 | S | 7 | D | \$ 37.3 | 183,212 | D |
| Common Stock | 11/03/2005 | S | 300 | D | \$ 37.32 | 182,912 | D |
| Common Stock | 11/03/2005 | S | 4,200 | D | \$ 37.38 | 178,712 | D |
| Common Stock | 11/03/2005 | S | 6,500 | D | \$ 37.39 | 172,212 | D |
| Common Stock | 11/03/2005 | S | 219 | D | \$ 37.4 | 171,993 | D |
| Common Stock | 11/03/2005 | S | 3,881 | D | \$ 37.41 | 168,112 | D |
| Common Stock | 11/03/2005 | S | 900 | D | \$ 37.45 | 167,212 | D |
| Common Stock | 11/04/2005 | S | 11,098 | D | \$ 36.5 | 156,114 | D |
| Common Stock | 11/04/2005 | S | 5,500 | D | \$ 36.51 | 150,614 | D |
| Common Stock | 11/04/2005 | S | 11,130 | D | \$ 36.53 | 139,484 | D |
| Common Stock | 11/04/2005 | S | 8,272 | D | \$ 36.55 | 131,212 | D |
| Common Stock | 11/04/2005 | S | 148 | D | \$ 36.56 | 131,064 | D |
| Common Stock | 11/04/2005 | S | 900 | D | \$ 36.57 | 130,164 | D |
| Common Stock | 11/04/2005 | S | 952 | D | \$ 36.58 | 129,212 | D |
| Common Stock | 11/04/2005 | S | 1,969 | D | \$ 36.59 | 127,243 | D |
| Common Stock | 11/04/2005 | S | 31 | D | \$ 36.61 | 127,212 ⁽³⁾ | 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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option Plan (Right to Buy) | \$ 4.5 | | | | | 10/15/1999 ⁽²⁾ 10/07/2007 | Common Stock | 14,000 |
| Stock Option Plan (Right to Buy) | \$ 6.2968 | | | | | 02/15/2001 ⁽²⁾ 02/15/2009 | Common Stock | 15,200 |
| Stock Option Plan (Right to Buy) | \$ 10.1725 | | | | | 01/31/2002 ⁽²⁾ 01/31/2010 | Common Stock | 32,000 |
| Stock Option Plan (Right to Buy) | \$ 14 | | | | | 02/01/2003 ⁽²⁾ 02/01/2011 | Common Stock | 32,000 |
| Stock Option Plan (Right to Buy) | \$ 14.625 | | | | | 02/15/2004 ⁽²⁾ 02/15/2012 | Common Stock | 20,000 |
| Stock Option Plan | \$ 14.82 | | | | | 02/07/2005 ⁽²⁾ 02/07/2013 | Common Stock | 20,000 |

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WALKER MARK A 8100 MITCHELL ROAD, #200 EDEN PRAIRIE, MN 55344 | | | Vice President | |

Signatures

| | |
|--|---------------------|
| /s/ Mark A. Walker | 11/04/2005 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) These securities were previously reported incorrectly as being held by reporting person's spouse.
- (2) Vests two years from date of grant in annual cumulative installments of 25% beginning this date.
- (3) Includes shares held in the employee stock purchase plan as of a statement dated 3/31/2005.

Remarks:

All numbers of shares appearing in Table I column 5 and and Table II columns 7 and 9, and the option exercise prices on Table

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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