

Musser Jeffrey S
Form 4
May 08, 2012

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

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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 *
Musser Jeffrey S

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)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP and CIO

(Street)
SEATTLE, WA 98104

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

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 05/04/2012 | | M | | 7,343 | A | \$ 14.29 | 9,417.7042 | D | |
| Common Stock | 05/04/2012 | | F | | 2,656 | D | \$ 39.5 | 6,761.7042 | D | |
| Common Stock | 05/04/2012 | | M | | 4,278 | A | \$ 18.3 | 11,039.7042 | D | |
| Common Stock | 05/04/2012 | | F | | 1,981 | D | \$ 39.5 | 9,058.7042 | D | |
| Common Stock | 05/04/2012 | | M | | 3,722 | A | \$ 20.87 | 12,780.7042 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-------------|---|-----------------|
| Common Stock | 05/04/2012 | F | 1,966 | D | \$ 39.5 | 10,814.7042 | D | |
| Common Stock | 05/04/2012 | M | 5,101 | A | \$ 24.45 | 15,915.7042 | D | |
| Common Stock | 05/04/2012 | F | 3,157 | D | \$ 39.5 | 12,758.7042 | D | |
| Common Stock | | | | | | 113,887 | I | By Trust (1) |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 14.29 | 05/04/2012 | | M | 7,343 | 05/08/2005 05/08/2012 | Common Stock | 7,343 |
| Stock Options (Right to Buy) | \$ 18.3 | 05/04/2012 | | M | 4,278 | 05/07/2006 05/07/2013 | Common Stock | 4,278 |
| Stock Options (Right to Buy) | \$ 20.87 | 05/04/2012 | | M | 3,722 | 05/05/2007 05/05/2014 | Common Stock | 3,722 |
| Stock Options (Right to Buy) | \$ 24.45 | 05/04/2012 | | M | 5,101 | 05/04/2008 05/04/2015 | Common Stock | 5,101 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Musser Jeffrey S 1015 THIRD AVENUE, 12TH FLOOR SEATTLE, WA 98104 | | | Executive VP and CIO | |

Signatures

/s/ Stock Plan Administrator,
attorney-in-fact

05/08/2012

__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).
- (1) Indirect Ownership by The Musser Family Trust.

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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