

C H ROBINSON WORLDWIDE INC
 Form 4
 May 08, 2007

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 *
WIEHOFF JOHN

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)
05/07/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

EDEN PRAIRIE, MN 55344

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 3,508 | I | By child |
| Common Stock | | | | | 56,000 | I | By spouse |
| Common Stock | | | | | 560,460 ⁽¹⁾ | I | By Trust |
| Common Stock | 05/07/2007 | | M/K | 90,172 A | \$ 10.172 325,501 | D | |
| Common Stock | 05/07/2007 | | F/K | 47,930 D | \$ 55.75 277,571 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 05/07/2007 | S | 1,598 | D | \$ 55.68 | 275,973 | D |
| Common Stock | 05/07/2007 | S | 11,100 | D | \$ 55.69 | 264,873 | D |
| Common Stock | 05/07/2007 | S | 8,300 | D | \$ 55.71 | 256,573 | D |
| Common Stock | 05/07/2007 | S | 8,600 | D | \$ 55.73 | 247,973 | D |
| Common Stock | 05/07/2007 | S | 300 | D | \$ 55.74 | 247,673 | D |
| Common Stock | 05/07/2007 | S | 500 | D | \$ 55.75 | 247,173 | D |
| Common Stock | 05/07/2007 | S | 500 | D | \$ 55.76 | 246,673 | D |
| Common Stock | 05/07/2007 | S | 800 | D | \$ 55.77 | 245,873 | D |
| Common Stock | 05/07/2007 | S | 415 | D | \$ 55.78 | 245,458 | D |
| Common Stock | 05/07/2007 | S | 200 | D | \$ 55.79 | 245,258 | D |
| Common Stock | 05/07/2007 | S | 100 | D | \$ 55.81 | 245,158 | D |
| Common Stock | 05/07/2007 | S | 714 | D | \$ 55.82 | 244,444 | D |
| Common Stock | 05/07/2007 | S | 100 | D | \$ 55.83 | 244,344 | D |
| Common Stock | 05/07/2007 | S | 300 | D | \$ 55.84 | 244,044 | D |
| Common Stock | 05/07/2007 | S | 6,473 | D | \$ 55.85 | 237,571 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security | | | or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------|-----------|------------|---|------|---|-----|--------|---------------------------|-----------------|--------------|----------------------------|
| Option (Right to Buy) | \$ 6.297 | | | | | | | 02/15/2004 | 02/15/2009 | Common Stock | 8,800 |
| Option (Right to Buy) | \$ 6.297 | | | | | | | 02/15/2001 ⁽²⁾ | 02/15/2009 | Common Stock | 35,410 |
| Option (Right to Buy) | \$ 10.172 | | | | | | | 01/31/2005 | 01/31/2010 | Common Stock | 9,828 |
| Option (Right to Buy) | \$ 10.172 | 05/07/2007 | | M/K | | | 90,172 | ⁽²⁾ | 01/31/2010 | Common Stock | 90,172 |
| Option (Right to Buy) | \$ 14 | | | | | | | 02/01/2006 | 02/01/2011 | Common Stock | 7,142 |
| Option (Right to Buy) | \$ 14 | | | | | | | ⁽²⁾ | 02/15/2012 | Common Stock | 72,850 |
| Option (Right to Buy) | \$ 14.625 | | | | | | | 02/15/2007 | 02/15/2012 | Common Stock | 6,836 |
| Option (Right to Buy) | \$ 14.625 | | | | | | | ⁽³⁾ | 02/15/2012 | Common Stock | 53,160 |
| Option (Right to Buy) | \$ 14.82 | | | | | | | 02/07/2008 | 02/07/2013 | Common Stock | 6,740 |
| Option (Right to Buy) | \$ 14.82 | | | | | | | ⁽⁴⁾ | 02/07/2013 | Common Stock | 73,250 |
| Option (Right to Buy) | \$ 15.805 | | | | | | | 02/20/2003 | 10/15/2007 | Common Stock | 2,840 |
| Option (Right to Buy) | \$ 18.46 | | | | | | | 07/31/2003 | 02/15/2009 | Common Stock | 14,700 |
| | \$ 18.46 | | | | | | | 07/31/2003 | 02/15/2009 | | 5,212 |

| | | | | | | | | | |
|-----------------------------|----------|------------|--|-----|--------|------------|------------|-----------------|-------|
| Option (Right to Buy) | | | | | | | | Common Stock | |
| Option (Right to Buy) | \$ 47.92 | | | | | 08/18/2006 | 01/31/2010 | Common Stock | 54,68 |
| Option (Right to Buy) | \$ 42.02 | | | | | 11/06/2006 | 02/15/2009 | Common Stock | 3,596 |
| Option (Right to Buy) | \$ 55.75 | 05/07/2007 | | A/K | 47,930 | 05/07/2007 | 01/31/2010 | Common Stock | 47,93 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WIEHOFF JOHN 8100 MITCHELL ROAD, #200 EDEN PRAIRIE, MN 55344 | X | | CEO | |

Signatures

s/Troy Renner, Attorney in fact for John P. Wiehoff
Date: 05/08/2007

__Signature of 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).
- Deferred shares held in a non-qualified grantor trust for reporting person's benefit. Dividends paid on these shares are automatically used
- (1) to purchase additional shares of the issuer. The transaction listed above is a purchase of shares by the trust. Of the shares reflected, 120,000 are available to vest over five years beginning in 2006, based on the financial performance of the Company.
 - (2) Currently 100% vested.
 - (3) Vests as to 15,000 shares on each of 2/15/2004, 2/15/2005 and 2/15/2006 and 8,164 shares on 2/15/2007.
 - (4) Vests as to 20,000 shares of each of 2/7/2005, 2/7/2006 and 2/7/2007 and 13,254 shares on 2/7/2008.

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