

C H ROBINSON WORLDWIDE INC
 Form 4
 May 22, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
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)
14701 CHARLSON ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President

EDEN PRAIRIE, MN 55347

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					75,524	I	By Rabbi Trust
Common Stock					1,000	I	By Daughter
Common Stock					800	I	By Daughter
Common Stock	05/20/2008		M	7,156 A	\$ 54.44	167,102 ⁽¹⁾	D
Common Stock	05/20/2008		S	2,400 D	\$ 64.96	164,702	D

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Common Stock	05/20/2008	S	300	D	\$ 64.95	164,402	D
Common Stock	05/20/2008	S	500	D	\$ 64.94	163,902	D
Common Stock	05/20/2008	S	300	D	\$ 64.93	163,602	D
Common Stock	05/20/2008	S	388	D	\$ 64.92	163,214	D
Common Stock	05/20/2008	S	3,268	D	\$ 64.2	159,946 ⁽¹⁾	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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 (Right to Buy)	\$ 14.82					02/07/2005 ⁽²⁾	02/07/2013	Common Stock	20,000

Stock Option Plan (Right to Buy)	\$ 54.44	05/20/2008	M	1,759	02/11/2008	02/15/2009	Common Stock	1,759
Stock Option Plan (Right to Buy)	\$ 54.44	05/20/2008	M	5,397	02/11/2008	01/31/2010	Common Stock	5,397

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER MARK A 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347			Vice President	

Signatures

/s/ Mark A.
Walker

05/21/2008

**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) Includes shares held in the employee stock purchase plan as of a statement dated 3/31/2008.
- (2) Vests two years from date of grant in annual cumulative installments of 25% beginning this date.

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