C H ROBINSON WORLDWIDE INC
Form 4
May 20, 2011

# FORM 4

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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
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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 *
FORTUN WAYNE M

(Last) (First) (Middle)

14701 CHARLSON ROAD

(Street)

EDEN PRAIRIE, MN 55347

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
C H ROBINSON WORLDWIDE INC [CHRW]

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/19/2011 | | M | | 6,000 | A | $ 14.5 | 21,484 | D | |
| Common Stock | 05/19/2011 | | S | | 3,125 | D | $ 80.65 | 18,359 | D | |
| Common Stock | 05/19/2011 | | S | | 200 | D | $ 80.66 | 18,159 | D | |

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

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SEC 1474 (9-02)

**number.**

**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 Underlying Securiti (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| Director Option (Right to Buy) | $ 14.5 | 05/19/2011 | | M | | | 6,000 | (4) | 07/17/2011 | Common Stock | 6,00 |
| Director Option (Right to Buy) | $ 14.625 | | | | | | | 02/15/2002 | 02/14/2012 | Common Stock | 6,00 |
| Director Option (Right to Buy) | $ 14.82 | | | | | | | 02/07/2003 | 02/06/2013 | Common Stock | 10,0 |
| Phantom Stock (Director Units) | (1) | | | | | | | 12/31/2006 (2) | 12/31/2010 (2) | Common Stock | 66 |
| Phantom Stock (Director Units) | (1) | | | | | | | 12/31/2007 (2) | 12/31/2011 (2) | Common Stock | 55 |
| Phantom Stock (Director Units) | (1) | | | | | | | 12/31/2008 (2) | 12/31/2012 (2) | Common Stock | 98 |
| Phantom Stock (Director Units) | (1) | | | | | | | (3) | (3) | Common Stock | 86 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| FORTUN WAYNE M<br>14701 CHARLSON ROAD<br>EDEN PRAIRIE, MN 55347 | X | | | |

# Signatures

| | |
|---|---|
| /s/Troy Renner, Attorney in fact for Wayne M. Fortun | 05/20/2011 |
| **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)** 1-for-1

**(2)** Vests annually each year end based on the financial performance of the Company, beginning and ending the dates shown.

**(3)** Issued as Director Compensation, upon board termination, the shares of phantom stock become payable in common stock in accordance with the election of the reporting person.

**(4)** Currently fully vested

**(5)** Adjusted to reflect performance shares not received because performance criteria was not met.

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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