

C H ROBINSON WORLDWIDE INC  
 Form 4  
 February 07, 2012

**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 \*  
 FORTUN WAYNE M

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)  
 02/03/2012

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

EDEN PRAIRIE, MN 55347

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/03/2012		M			6,000	A	\$ 14.625	24,159	D	
Common Stock	02/03/2012		S			105	D	\$ 64.54	24,054	D	
Common Stock	02/03/2012		S			100	D	\$ 64.53	23,954	D	
Common Stock	02/03/2012		S			1,296	D	\$ 64.5219	22,658	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 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Director Option (Right to Buy)	\$ 14.625	02/03/2012		M	6,000	02/15/2002 02/14/2012	Common Stock	6,000
Director Option (Right to Buy)	\$ 14.82					02/07/2003 02/06/2013	Common Stock	10,000
Phantom Stock (Director Units)	(1)					12/31/2006 <sup>(2)</sup> 12/31/2010 <sup>(2)</sup>	Common Stock	66,000
Phantom Stock (Director Units)	(1)					12/31/2007 <sup>(2)</sup> 12/31/2011 <sup>(2)</sup>	Common Stock	54,000
Phantom Stock (Director Units)	(1)					12/31/2008 <sup>(2)</sup> 12/31/2012 <sup>(2)</sup>	Common Stock	87,000
Phantom Stock (Director Units)	(1)					<sup>(3)</sup> <sup>(3)</sup>	Common Stock	1,500

## Reporting Owners

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

## Signatures

/s/Troy Renner, Attorney in fact for Wayne M.  
Fortun

02/07/2012

\_\_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) 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) Adjusted to reflect termination of Director Units due to failure to achieve financial performance-based vesting criteria.

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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