

WALKER MARK A

Form 4

February 24, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)
8100 MITCHELL ROAD, #200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2005

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

EDEN PRAIRIE, MN 55344

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					103,378 ⁽¹⁾	D	
Common Stock					15,262	I	By Rabbi Trust
Common Stock					500 ⁽²⁾	I	By Daughter
Common Stock	02/23/2005		S		100	D	\$ 52.52
					400 ⁽²⁾	I	By Daughter

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 Securities (Instr. 3 and 4)	8. De Se (In
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option Plan (Right to Buy)	\$ 9					10/15/1999 ⁽³⁾ 10/07/2007	Common Stock	7,000
Stock Option Plan (Right to Buy)	\$ 12.594					02/15/2001 ⁽³⁾ 02/15/2009	Common Stock	7,600
Stock Option Plan (Right to Buy)	\$ 20.345					01/31/2002 ⁽³⁾ 01/31/2010	Common Stock	16,000
Stock Option Plan (Right to Buy)	\$ 28					02/01/2003 ⁽³⁾ 02/01/2011	Common Stock	16,000
Stock Option Plan (Right to Buy)	\$ 29.25					02/15/2004 ⁽³⁾ 02/15/2012	Common Stock	10,000
Stock Option	\$ 29.64					02/07/2005 ⁽³⁾ 02/07/2013	Common Stock	10,000

Plan
(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER MARK A 8100 MITCHELL ROAD, #200 EDEN PRAIRIE, MN 55344			Vice President	

Signatures

/s/ Mark A.
Walker

02/24/2005

__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 12/31/2004.
- (2) These securities were previously reported incorrectly as being held by reporting person's spouse.
- (3) Vests two years from date of grant in annual cumulative installments of 25% beginning this date.

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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