

LEMKE JAMES  
Form 4  
August 03, 2010

**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 \*  
**LEMKE JAMES**

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)  
**07/30/2010**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Vice President**

**EDEN PRAIRIE, MN 55347**

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					118,874	I	By Rabbi Trust
Common Stock	07/30/2010		M	4,500 A \$ 14	148,729 <sup>(1)</sup>	D	
Common Stock	07/30/2010		F	938 D \$ 65.2	147,791	D	
Common Stock	07/30/2010		M	3,556 A \$ 14.625	151,347	D	
Common Stock	07/30/2010		M	878 A \$ 55.83	152,225	D	

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Common Stock     07/30/2010     S     7,946     D     \$ 64.1     144,279 <sup>(1)</sup>     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 Securities (Instr. 3 and 4)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 14	07/30/2010		M		4,500	<u>(2)</u>	02/01/2011	Common Stock	4,500
Option (Right to Buy)	\$ 14.625						<u>(2)</u>	02/15/2012	Common Stock	6,444
Option (Right to Buy)	\$ 14.625	07/30/2010		M		3,556	<u>(2)</u>	02/15/2012	Common Stock	3,556
Option (Right to Buy)	\$ 14.82						<u>(2)</u>	02/07/2013	Common Stock	13,416
Option (Right to Buy)	\$ 14.82						<u>(2)</u>	02/07/2013	Common Stock	16,584
Option (Right to Buy)	\$ 55.83	07/30/2010		M		878	11/27/2009	02/01/2011	Common Stock	878
Option (Right to Buy)	\$ 64.1	07/30/2010		A		938	07/30/2010	02/01/2011	Common Stock	938

## Reporting Owners

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

## Signatures

/s/ Troy Renner, Attorney in fact for James P.  
Lemke

08/03/2010

\_\_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 3/31/2009.
  - (2) Currently 100% vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.