Tolliver Paula Form 4 January 03, 2019

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b). (Print or Type Responses)

(Last)

1.Title of

1. Name and Address of Reporting Person * Tolliver Paula

(First)

2. Issuer Name and Ticker or Trading Symbol

C H ROBINSON WORLDWIDE INC [CHRW]

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

14701 CHARLSON ROAD 12/31/2018

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

7. Nature of

Ownership

(Instr. 4)

Indirect

Applicable Line)

_X__ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

6. Ownership

Form: Direct

(D) or Indirect Beneficial

Person

5. Amount of

Securities

Beneficially

Issuer

EDEN PRAIRIE, MN 55347

(City) (State) (Zip)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Execution Date, if Security (Month/Day/Year) TransactionAcquired (A) or (Instr. 3) Code Disposed of (D) (Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 8)

Owned Following Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price 4. **Expiration Date** Derivative **Underlying Securities** Conversion (Month/Day/Year) Execution Date, if Transactionof Deriva Derivative (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Secur any

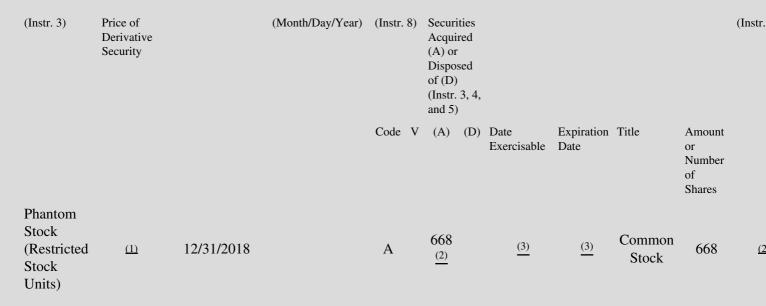
4. Securities

Code V Amount (D) Price

(A)

or

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Reporting Owners

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

Signatures

/s/ Jessica Homes, Attorney-in-Fact for Paula
Tolliver

01/03/2019

**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) Each phantom share/restricted stock unit will be paid in one share of common stock.
- Of the 668 restricted stock units, 401 were granted at no cost to the reporting person as a quarterly installment of the annual equity-based award provided to each non-employee director, and 267 were granted at a price of \$84.09 per unit in connection with the reporting person's election to defer receipt of a portion of the most recent quarterly cash retainer payment.
- (3) The restricted stock units are immediately vested, and following the reporting person's termination of service as a director, become payable in shares of common stock according to the schedule previously chosen by the reporting person.

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.

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