

WIEHOFF JOHN  
Form 4  
January 31, 2019

**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 \*  
**WIEHOFF JOHN**

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)  
**01/29/2019**

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**CEO/Chairman**

**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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 01/29/2019                              |                                                             | A                                    | Amount<br>67,755<br>(1)                                                    | A \$ 0 758,361 (2)                                                                                                 | D                                                                    |                                         |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 36,000                                                                                                             | I                                                                    | By Spouse                               |

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

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SEC 1474  
(9-02)

# Edgar Filing: WIEHOFF JOHN - Form 4

**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. Date of Acquisition or Disposition (Instr. 3, 4, and 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         | Amount or Number of Shares                                 |
| Option (right to buy)                      | \$ 58.25                                               | 01/29/2019                           |                                                    | A                              | 36,772                                                                                  | (3) 12/04/2023                                           | Common Stock                                                  | 36,772                                                     |
| Option (right to buy)                      | \$ 74.57                                               | 01/29/2019                           |                                                    | A                              | 51,437                                                                                  | (4) 12/03/2024                                           | Common Stock                                                  | 51,437                                                     |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |              |       |
|---------------------------------------------------------------|---------------|-----------|--------------|-------|
|                                                               | Director      | 10% Owner | Officer      | Other |
| WIEHOFF JOHN<br>14701 CHARLSON ROAD<br>EDEN PRAIRIE, MN 55347 | X             |           | CEO/Chairman |       |

## Signatures

/s/ Jessica Homes, Attorney-in-Fact for John Wiehoff 01/31/2019

\_\_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) Represents Performance-based restricted stock units that vested on January 29, 2019, have been credited to the reporting person's account in the Issuer's NQDC Plan and will be settled on a 1 for 1 basis in shares of the Issuer's common stock.

(2) Included in this amount are 678,361 shares of Issuer common stock issuable in settlement of an equal number of deferred shares and vested performance restricted stock units credited to the reporting person's NQDC Plan account, and 80,000 shares held directly by the reporting person.

(3) Performance-based stock option granted December 4, 2013 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.

(4) Performance-based stock option granted December 3, 2014 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.

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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