

C H ROBINSON WORLDWIDE INC
 Form 4
 November 07, 2008

FORM 4

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

OMB APPROVAL

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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 *
SATTERLEE SCOTT

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)
11/06/2008

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

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock | 11/06/2008 | | A | (A) or (D) Amount 38,290 (1) | \$ 0 124,858 | I | By Rabbi Trust |
| Common Stock | | | | | 17,667 | D | |

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

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SEC 1474 (9-02)

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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. Price of Underlying Security (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------------|----------------------------|
| | | | | Code | V | (A) | (D) | | |
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 14.625 | | | | | <u>(2)</u> | 02/15/2012 | Common Stock | 19,392 |
| Option (Right to Buy) | \$ 14.625 | | | | | <u>(3)</u> | 02/15/2012 | Common Stock | 664 |
| Option (Right to Buy) | \$ 14.82 | | | | | 02/07/2008 | 02/07/2013 | Common Stock | 6,746 |
| Option (Right to Buy) | \$ 14.82 | | | | | <u>(4)</u> | 02/07/2013 | Common Stock | 7,754 |
| Option (Right to Buy) | \$ 52.89 | | | | | 02/02/2007 | 01/31/2010 | Common Stock | 288 |
| Option (Right to Buy) | \$ 52.89 | | | | | 02/02/2007 | 01/31/2010 | Common Stock | 2,802 |
| Option (Right to Buy) | \$ 54.15 | | | | | 02/06/2008 | 01/31/2010 | Common Stock | 282 |
| Option (Right to Buy) | \$ 54.15 | | | | | 02/26/2008 | 02/01/2011 | Common Stock | 2,069 |
| Option (Right to Buy) | \$ 54.15 | | | | | 02/06/2008 | 02/07/2013 | Common Stock | 2,813 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SATTERLEE SCOTT 8100 MITCHELL ROAD, #200 EDEN PRAIRIE, MN 55344 | | | Vice President | |

Signatures

/s/ Troy Renner, Attorney in Fact for Scott
Satterlee

11/07/2008

__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) The shares granted are available to vest over five years beginning in 2009, based on the financial performance of the Company.
- (2) Vests as to 3,408 shares on 2/15/2004, 4,226 shares on 2/15/2005, 4,922 shares on 2/15/2007 and 6,836 shares on 2/15/2007.
- (3) Vests as to 4,092 shares on 2/15/2004, 3,274 shares on 2/15/2005, 2,578 shares on 2/15/2006 and 664 shares on 2/15/2007.
- (4) Vests as to 7,500 shares on each of 2/7/2005, 2/7/2006 and 2/7/2007 and 754 shares on 2/7/2008.

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.