MAHLKE TOM
Form 4
December 09, 2005

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 Number: 3235-0287
Expires: January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MAHLKE TOM

(Last) (First) (Middle)

8100 MITCHELL ROAD, #200

(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
C H ROBINSON WORLDWIDE INC [CHRW]

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/07/2005		A		18,000 (2)	A	$ 0	38,784	I	By Rabbi Trust
Common Stock								1,992 (1)	D	

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

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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. De Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy)	$ 4.5							[3]	10/15/2007	Common Stock	1,280	
Option (Right to Buy)	$ 6.2969							[3]	02/15/2009	Common Stock	5,700	
Option (Right to Buy)	$ 10.1725							[3]	01/31/2010	Common Stock	10,000	
Option (Right to buy)	$ 14							02/01/2003[4]	02/01/2011	Common Stock	14,000	
Option (Right to Buy)	$ 14.625							[5]	02/15/2012	Common Stock	11,366	
Option (Right to Buy)	$ 14.625							[6]	02/15/2012	Common Stock	8,634	
Option (Right to Buy)	$ 14.82							[7]	02/07/2013	Common Stock	6,812	
Option (Right to Buy)	$ 14.82							[8]	02/07/2003	Common Stock	13,188	
Option (Right to Buy)	$ 20.645							11/10/2003	10/15/2007	Common Stock	156	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAHLKE TOM 8100 MITCHELL ROAD, #200 EDEN PRAIRIE, MN 55344			Controller	

Signatures

/s/ Thomas K. Mahlke	12/09/2005
**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 12/1/2005.
(2)	The shares granted are available to vest over five years beginning in 2006, based on the financial performance of the Company.
(3)	Currently 100% vested.
(4)	Vests in 25% annual cumulative increments on the anniversary of the date of grant beginning this date.
(5)	Vests as to 1,132 shares on 2/15/2004, 1,748 shares on 2/15/2005, 3,486 shares on 2/15/2006 and 5,000 shares on 2/15/2007.
(6)	Vests as to 3,868 shares on 2/15/2004, 3,252 shares on 2/15/2005 and 1,514 shares on 2/15/2006.
(7)	Vests as to 1,812 shares on 2/7/2007 and 5,000 shares on 2/7/2008.
(8)	Vests as to 5,000 shares on each of 2/7/2005 and 2/7/2006 and 3,188 shares on 2/7/2007.

Remarks:

All numbers of shares appearing in Table I, column 5, and Table II, columns 7 and 9, and the option exercise prices on Table I

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