

C H ROBINSON WORLDWIDE INC

Form 4

December 21, 2004

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VERDOORN D R

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, SUITE
200**

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2004

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)
Chairman of the Board

(Street)

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

EDEN PRAIRIE, MN 55344

(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								1,000,956	I	By Spouse
Common Stock								240,000	I	By Trusts
Common Stock	12/21/2004		S ⁽³⁾		3,652	D	\$ 55.84	3,027,632	D	
Common Stock	12/21/2004		S ⁽³⁾		650	D	\$ 55.82	3,026,982	D	
Common Stock	12/21/2004		S ⁽³⁾		698	D	\$ 55.81	3,026,284	D	

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Common Stock	12/21/2004	S ⁽³⁾	1,000	D	\$ 55.75	3,025,284	D
Common Stock	12/21/2004	S ⁽³⁾	200	D	\$ 55.57	3,025,084	D
Common Stock	12/21/2004	S ⁽³⁾	874	D	\$ 55.55	3,024,210	D
Common Stock	12/21/2004	S ⁽³⁾	100	D	\$ 55.53	3,024,110	D
Common Stock	12/21/2004	S ⁽³⁾	300	D	\$ 55.52	3,023,810	D
Common Stock	12/21/2004	S ⁽³⁾	2,526	D	\$ 55.5	3,021,284	D
Common Stock	12/21/2004	S ⁽³⁾	5,202	D	\$ 55.4	3,016,082	D
Common Stock	12/21/2004	S ⁽³⁾	1,477	D	\$ 55.35	3,014,605	D
Common Stock	12/21/2004	S ⁽³⁾	3,084	D	\$ 55.25	3,011,521	D
Common Stock	12/21/2004	S ⁽³⁾	3,491	D	\$ 55.13	3,008,030	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)

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	\$ 12.59					02/15/2001 ⁽¹⁾	02/15/2009	Common Stock	30,000

Buy)

Option (Right to Buy)	\$ 20.34	01/31/2002 ⁽¹⁾	01/31/2010	Common Stock	544
Option (Right to Buy)	\$ 28	02/01/2003 ⁽¹⁾	02/01/2011	Common Stock	30,000
Option (Right to Buy)	\$ 41.13	05/27/2004 ⁽²⁾	10/15/2007	Common Stock	5,736
Option (Right to Buy)	\$ 41.13	05/27/2004 ⁽²⁾	02/15/2009	Common Stock	5,286
Option (Right to Buy)	\$ 41.13	05/27/2004 ⁽²⁾	01/31/2010	Common Stock	269

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERDOORN D R 8100 MITCHELL ROAD, SUITE 200 EDEN PRAIRIE, MN 55344	X			Chairman of the Board

Signatures

Troy Renner as Power of Attorney for D.R.
Verdoorn 12/21/2004

__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) Vests in cumulative annual installments of 25% on the anniversary of the date of grant beginning this date.
- (2) Vests 100% on date of grant.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 9, 2004.

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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