

EXPEDITORS INTERNATIONAL OF WASHINGTON INC
 Form 5
 February 08, 2005

FORM 5

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 ROSE PETER J

2. Issuer Name and Ticker or Trading Symbol
 EXPEDITORS INTERNATIONAL OF WASHINGTON INC [EXPD]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

(Last) (First) (Middle)
 1015 THIRD AVENUE, 12TH FLOOR
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

SEATTLE, WA 98104

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

6. Individual or Joint/Group Reporting
 (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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	^	^	^	^ ^ ^ ^	756,057.927 (1)	D	^
Common Stock	^	^	^	^ ^ ^ ^	1,174.154 (2)	I	By Spouse

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 Security (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to buy)	\$ 10.97	09/19/2004 ⁽²⁾	Â	A	1,000	Â	05/07/2001 ⁽⁴⁾	05/07/2008	Common Stock	1,000
Stock Options (Right to buy)	\$ 16.04	09/19/2004 ⁽²⁾	Â	A	4,000	Â	05/05/2002 ⁽⁴⁾	05/05/2009	Common Stock	4,000
Stock Options (Right to buy)	\$ 18.95	09/19/2004 ⁽²⁾	Â	A	5,000	Â	05/03/2003 ⁽⁴⁾	05/03/2010	Common Stock	5,000
Stock Options (Right to buy)	\$ 24.86	09/19/2004 ⁽²⁾	Â	A	5,000	Â	05/09/2004 ⁽⁴⁾	05/09/2011	Common Stock	5,000
Stock Options (Right to buy)	\$ 28.58	09/19/2004 ⁽²⁾	Â	A	4,000	Â	05/08/2005 ⁽⁴⁾	05/08/2012	Common Stock	4,000
Stock Options (Right to buy)	\$ 36.59	09/19/2004 ⁽²⁾	Â	A	5,000	Â	05/07/2006 ⁽⁴⁾	05/07/2013	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSE PETER J 1015 THIRD AVENUE, 12TH FLOOR SEATTLE, WA 98104	Â X	Â	Â Chairman and CEO	Â

Signatures

Peter J Rose

02/08/2005

 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) 3,384 shares acquired on December 15, 2004 pursuant to the reinvestment of a dividend under Expeditors 2002 Employee Stock Purchase Plan.
- (2) The reporting person acquired beneficial ownership of these shares upon his marriage to the owner of the shares on September 19, 2004.
- (3) Employee Stock Options granted at no cost pursuant to Expeditors International of Washington, Inc.'s 1997 Employee Stock Option Plan.
- (4) The option vests in three installments. 50% three years from date of grant, 25% on the fourth and fifth years from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.