

SCHWALBACH GERALD A

Form 4

November 21, 2008

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHWALBACH GERALD A

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)  
11/20/2008

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

EDEN PRAIRIE, MN 55347

(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<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 (A)<br>or Disposed of (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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 11/20/2008                              |                                                             | S                                    |                                                                         | 20,000                                                                                                             | D                                                                       | \$<br>44.0168<br>(3)                                              |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 11,901                                                            |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | D                                                                 |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) |                 | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----------------|---------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date Exercisable                                               | Expiration Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |
| Phantom<br>Stock<br>(Director<br>Units)             | (1)                                                                |                                         |                                                             |                                         |                                                                                                                       | 12/31/2006(2)                                                  | 12/31/2010(2)   | Common<br>Stock                                                     | 673                                    |
| Phantom<br>Stock<br>(Director<br>Units)             | (1)                                                                |                                         |                                                             |                                         |                                                                                                                       | 12/31/2007(2)                                                  | 12/31/2011(2)   | Common<br>Stock                                                     | 553                                    |
| Phantom<br>Stock<br>(Director<br>Units)             | (1)                                                                |                                         |                                                             |                                         |                                                                                                                       | 12/31/2008(2)                                                  | 12/31/2012(2)   | Common<br>stock                                                     | 981                                    |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|----------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                      | Director      | 10% Owner | Officer | Other |
| SCHWALBACH GERALD A<br>14701 CHARLSON ROAD<br>EDEN PRAIRIE, MN 55347 | X             |           |         |       |

## Signatures

s/Troy Renner, Attorney in fact for Gerald A.  
Schwalbach

11/20/2008

\*\*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) 1-for-1
- (2) Vests annually each year end based on the financial performance of the Company, beginning and ending the dates shown.
- (3)

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The price reported is the weighted average sale price for the transactions reported. The prices received ranged from \$44.00 to \$44.03. The reporting person will provide to the issuer, a security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each price within the range.

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.