

EZRILOV ROBERT

Form 4

November 26, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
EZRILOV ROBERT

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)
11/24/2008

☒ 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 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				(A) or (D)	Price		Family Foundation
Common Stock						I	By GRAT
Common Stock	11/24/2008		M	12,000	A \$ 6.2969	42,582	D
Common Stock	11/24/2008		S	12,000	D \$ 50.3204	30,636 ⁽⁴⁾	D
					⁽³⁾		

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

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(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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Director Option (Right to Buy)	\$ 6.2969	11/24/2008		M	12,000	02/15/1999 02/14/2009	Common Stock	12,000
Director Option (Right to Buy)	\$ 10.1719					01/31/2000 01/30/2010	Common Stock	12,000
Director Option (Right to Buy)	\$ 14					02/01/2001 01/31/2011	Common Stock	6,000
Director Option (Right to Buy)	\$ 14.625					02/15/2002 02/14/2012	Common Stock	6,000
Director Option (Right to Buy)	\$ 14.82					02/07/2003 02/06/2013	Common Stock	10,000
Phantom Stock (Director Units)	(1)					12/31/2006 ⁽²⁾ 12/31/2010 ⁽²⁾	Common Stock	6,000
Phantom Stock (Director Units)	(1)					12/31/2007 ⁽²⁾ 12/31/2011 ⁽²⁾	Common Stock	5,000

Phantom
Stock
(Director
Units)

(1)

12/31/2008⁽²⁾ 12/31/2012⁽²⁾Common
Stock

9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EZRILOV ROBERT 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347			X	

Signatures

/s/ Troy Renner, Attorney in Fact for Robert
Ezrilov

11/25/2008

__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.

The price reported is the weighted average sale price for the transactions reported. The prices received ranged from \$50.25 to \$50.4973.

(3) 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.

(4) The number of shares held since the last report has been adjusted to reflect an addition of 54 shares to correct an error apparently made over 5 years ago.

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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