

WIEHOFF JOHN
Form 4/A
April 05, 2011

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WIEHOFF JOHN

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)
07/30/2010

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

EDEN PRAIRIE, MN 55347

4. If Amendment, Date Original Filed(Month/Day/Year)
08/03/2010

6. Individual or Joint/Group Filing(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 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 (D) Price			
Common Stock					2,108	I	By child
Common Stock					56,000	I	By spouse
Common Stock					709,894 ⁽¹⁾	I	By Trust
Common Stock	07/30/2010		M	7,142 A \$ 14	223,586	D	
Common Stock	07/30/2010		M	60,000 A \$ 14.625	283,586	D	

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Common Stock	07/30/2010	M	80,000	A	\$ 14.82	363,586	D
Common Stock	07/30/2010	M	41,941	A	\$ 53.97	405,527	D
common Stock	07/30/2010	F	<u>74,958</u> ⁽⁵⁾	D	\$ 65.2	330,569 ⁽⁵⁾	D
Common Stock	07/30/2010	S	47,702	D	\$ 64.2543 <u>(3)</u>	282,867 ⁽⁵⁾	D
Common Stock	07/30/2010	S	49,728	D	\$ 64.2543 <u>(4)</u>	233,139 ⁽⁵⁾	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 Security (Instr. 3 and 4)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 14	07/30/2010		M			7,142	02/01/2006	02/01/2011	Common Stock	7,142
Option (Right to Buy)	\$ 14.625	07/30/2010		M			6,836	02/15/2007	02/15/2012	Common Stock	6,836
Option (Right to Buy)	\$ 14.625	07/30/2010		M			53,164	<u>(2)</u>	02/15/2012	Common Stock	53,164
Option (Right to Buy)	\$ 14.82	07/30/2010		M			6,746	02/07/2008	02/07/2013	Common Stock	6,746
Option (Right to Buy)	\$ 14.82	07/30/2010		M			73,254	<u>(2)</u>	02/07/2013	Common Stock	73,254

Option (Right to Buy)	\$ 53.97	07/30/2010	M	41,941	07/24/2009	02/15/2012	Common Stock	41,9
Option (Right to Buy)	\$ 65.2	07/30/2010	A	1,534	07/30/2010	02/01/2011	Common Stock	1,5
Option (Right to Buy)	\$ 65.2	07/30/2010	A	31,069	07/30/2010	02/15/2012	Common Stock	31,0
Option (Right to Buy)	\$ 65.2	07/30/2010	A	42,355	07/30/2010	02/07/2013	Common Stock	42,3

Reporting Owners

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

Signatures

/s/ Troy Renner, Attorney in fact for John P. Wiehoff 04/05/2011

__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) Deferred shares held in a non-qualified grantor trust for reporting person's benefit.
- (2) Currently 100% vested.
- (3) The price reported is the weighted average sale price for the two sale transactions reported. The prices received ranged from \$63.81 to \$64.07. 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 [purchased/sold] at each price within the range.
- (4) The price reported is the weighted average sale price for the two sale transactions reported. The prices received ranged from \$64.08 to \$65.08. 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 [purchased/sold] at each price within the range.
- (5) The total number of shares previously reported as 75,058 has been revised to correctly reflect the number of shares swapped and the applicable share totals in column 5 have been adjusted accordingly.

Remarks:

TABLE I OF THIS FILING HAS BEEN AMENDED AS REFLECTED IN FOOTNOTE 5. THE REMAINDER OF THE FILING IS UNCHANGED.

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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