

EZRILOV ROBERT
Form 4
May 13, 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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2011

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

14701 CHARLSON ROAD

(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 55347

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 05/11/2011 | | G | V | 14,000 (5) | A | \$ 0 | 60,415 (4) (6) D |
| Common Stock | 05/11/2011 | | J | | 14,000 (4) (5) | D | \$ 1,130,010 | 18,221 (4) I GRAT |

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

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(9-02)

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| 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 | 673 |
| Phantom Stock (Director Units) | (1) | | | | | 12/31/2007(2) 12/31/2011(2) | Common Stock | 553 |
| Phantom Stock (Director Units) | (1) | | | | | 12/31/2008(2) 12/31/2012(2) | Common Stock | 981 |
| Phantom Stock (Director Units) | (1) | | | | | (3) (3) | Common Stock | 1,581 |

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

05/13/2011

__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) 1-for-1
- (2) Vests annually each year end based on the financial performance of the Company, beginning and ending the dates shown.
- (3) Issued as Director Compensation, upon board termination, the shares of phantom stock become payable in common stock in accordance with the election of the reporting person.
- (4) The shares reported as held in the GRAT were included in the total of the directly held shares in previous filings made by the reporting person.
The reporting person transferred in-kind 14,000 shares of common stock from the Robert Ezrilov 2010 Grantor Retained Annuity Trust, shares of which have previously been included in the direct holdings of the reporting person as noted in footnote #4 ("GRAT") to the
- (5) Robert Ezrilov Revocable Trust ("Revocable Trust"). The reporting person transferred in-kind \$1,130,009.99 of bonds from the Revocable Trust to the GRAT. The reporting of this transaction should not be construed as an admission that the exemption afforded by Rule 16a-13 is not applicable thereto.
- (6) Includes shares held in the Robert Ezrilov Revocable Trust.

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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