

EXPEDITORS INTERNATIONAL OF WASHINGTON INC
 Form 4
 November 04, 2005

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 *
LYNCH CHARLES 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)
Senior VP-Corporate Controller

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

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2005

SEATTLE, WA 98104

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

(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)
			Code	V	Amount	(D)	Price
Common Stock	11/02/2005		M		16,000	A	\$ 3.65
Common Stock	11/02/2005		M		12,806	A	\$ 16.04
Common Stock	11/02/2005		M		40,000	A	\$ 18.95
Common Stock	11/02/2005		M		22,500	A	\$ 24.86
Common Stock	11/02/2005		S		98,000	D	\$ 65.124

Common Stock 11/02/2005 S 79,989 D \$ 65.2714 82,182.977 ⁽¹⁾ D

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to buy)	\$ 3.65	11/02/2005		M	16,000	05/08/1999	05/08/2006	Common Stock	16,000
Stock Options (Right to buy)	\$ 16.04	11/02/2005		M	12,806	05/05/2002	05/05/2009	Common Stock	12,806
Stock Options (Right to buy)	\$ 18.95	11/02/2005		M	40,000	05/03/2003	05/03/2010	Common Stock	40,000
Stock Options (Right to buy)	\$ 24.86	11/02/2005		M	22,500	05/09/2004	05/09/2011	Common Stock	22,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYNCH CHARLES J 1015 THIRD AVENUE, 12TH FLOOR SEATTLE, WA 98104			Senior VP-Corporate Controller	

Signatures

Charles J Lynch

11/04/2005

**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).

Includes 529.094 shares acquired from Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan on July 29, (1) 2005. Includes 4.956 shares acquired on June 15, 2005 pursuant to the reinvestment of a dividend under Expeditors 2002 Employee Stock Purchase Plan.

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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