

C H ROBINSON WORLDWIDE INC

Form 4

May 06, 2005

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 *
MULVEHILL JOSEPH

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)
8100 MITCHELL ROAD, #200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice President

EDEN PRAIRIE, MN 55344

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(A) or (D)	Price
Common Stock					22,456	I	By Spouse
Common Stock					10,000 ⁽¹⁾	I	By Rabbi Trust
Common Stock	05/04/2005		S		20,000	D	\$ 53.84
					414,364	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**

SEC 1474
(9-02)

number.

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)	8.
				Code	V	(A)	(D)	
Stock Option (Right to Buy)	\$ 9					10/15/1997 ⁽²⁾	10/14/2007	Common Stock 8,000
Stock Option (Right to Buy)	\$ 12.594					02/15/1999 ⁽²⁾	02/14/2009	Common Stock 16,000
Stock Option (Right to Buy)	\$ 20.345					01/31/2000 ⁽²⁾	01/30/2010	Common Stock 10,430
Stock Option (Right to Buy)	\$ 28					02/01/2001 ⁽³⁾	01/31/2011	Common Stock 8,000
Stock Option (Right to Buy)	\$ 29.25					02/15/2002 ⁽³⁾	02/14/2012	Common Stock 7,500
Stock Option (Right to Buy)	\$ 29.64					02/07/2003 ⁽³⁾	02/06/2013	Common Stock 10,000
Stock Option (Right to Buy)	\$ 43.91					07/23/2004 ⁽²⁾	01/30/2010	Common Stock 1,856
	\$ 43.91					07/23/2004 ⁽²⁾	01/31/2011	2,550

Stock Option (Right to Buy)				Common Stock	
Stock Option (Right to Buy)	\$ 52.39	11/18/2004 ⁽²⁾	02/14/2012	Common Stock	1,756
Stock Option (Right to Buy)	\$ 52.39	11/18/2004 ⁽²⁾	01/30/2010	Common Stock	919
Stock Option (Right to Buy)	\$ 52.39	11/18/2004 ⁽³⁾	01/31/2011	Common Stock	2,745

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MULVEHILL JOSEPH 8100 MITCHELL ROAD, #200 EDEN PRAIRIE, MN 55344			Vice President	

Signatures

Joseph J.
Mulvehill

05/06/2005

__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).

(1) The shares granted are available to vest over five years, based on the financial performance of the Company.

(2) 100% vested.

(3) Vest 25% annually beginning on the second anniversary of the date of grant.

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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