C H ROBINSON WORLDWIDE INC

Form 4/A July 05, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Kozlak Jodee A

(First)

(Street)

Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

C H ROBINSON WORLDWIDE

2. Issuer Name and Ticker or Trading

(Check all applicable)

INC [CHRW]

3. Date of Earliest Transaction

X_ Director 10% Owner

(Month/Day/Year)

Filed(Month/Day/Year)

03/31/2015

Officer (give title Other (specify below)

14701 CHARLESON ROAD

(Middle)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

04/02/2015

Form filed by More than One Reporting

(Instr. 4)

Person

EDEN PRAIRIE, MN 55347

(City) (State)

(Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Following Reported Transaction(s)

(A)

or (Instr. 3 and 4) Code V Amount (D) Price

(Instr. 3, 4 and 5)

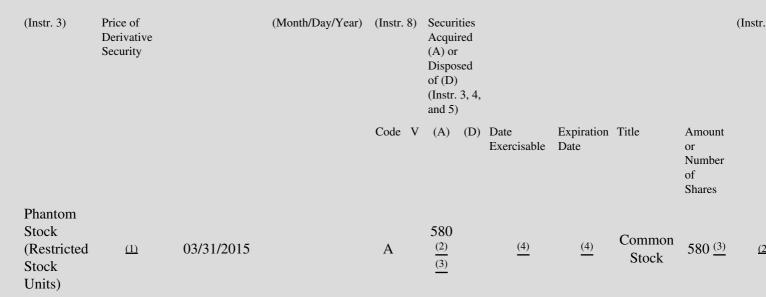
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price (Month/Day/Year) **Expiration Date** Derivative Conversion **Underlying Securities** Execution Date, if Transactionof Deriva or Exercise Derivative (Month/Day/Year) (Instr. 3 and 4) Security Code Secur any

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kozlak Jodee A 14701 CHARLESON ROAD EDEN PRAIRIE, MN 55347	X			

Signatures

/s/ Troy Renner, Attorney-in-Fact for Jodee A.
Kozlak

**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) Each phantom share/restricted stock unit will be paid in one share of common stock.
- Of the 580 restricted stock units, 427 were granted at no cost to the reporting person as an annual equity-based award provided to each non-employee director, and 153 were granted at a price of \$73.22 per unit in connection with the reporting person's election to defer receipt of his most recent quarterly cash retainer payment.
- (3) The original Form 4 filed on April 2, 2015 inadvertently overstated the restricted stock units received and the restricted stock units held by 100 restricted stock units.
- (4) Following the reporting person's termination of service as a director, vested restricted stock units become payable in shares of common stock according to the schedule previously chosen by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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