

LYNCH CHARLES J

Form 4

November 22, 2010

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

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(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)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/18/2010

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Senior VP-Corporate Controller

(Street)
SEATTLE, WA 98104

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

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	11/18/2010		S		20,979	D \$ 51.096 (2)	2,031.1412	D (1)	
Common Stock	11/19/2010		M		7,500	A \$ 18.3	9,531.1412	D	
Common Stock	11/19/2010		M		20,000	A \$ 24.45	29,531.1412	D	
Common Stock	11/19/2010		M		1,500	A \$ 42.9	31,031.1412	D	
Common Stock	11/19/2010		S		29,000	D \$ 51.4333	2,031.1412	D	

(3)

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

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(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 18.3	11/19/2010		M	7,500	05/07/2006 05/07/2013	Common Stock 7,500
Stock Options (Right to Buy)	\$ 24.45	11/19/2010		M	20,000	05/04/2008 05/04/2015	Common Stock 20,000
Stock Options (Right to Buy)	\$ 42.9	11/19/2010		M	1,500	05/02/2010 05/02/2017	Common Stock 1,500

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

/s/ Charles J.
Lynch

11/22/2010

Date

**Signature of
Reporting Person

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).

Beginning balance of Common Stock beneficially owned includes 552.3638 shares purchased on July 31, 2008, 740.5213 shares purchased on July 31, 2009 and 717.9782 shares purchased on July 30, 2010 under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan and .0007 shares acquired on June 16, 2008, 2.7856 shares acquired on December 15, 2008, 3.1807 shares acquired on June 15, 2009, 7.3453 shares acquired on December 15, 2009 and 6.7671 shares acquired on June 15, 2010 pursuant to the reinvestment of a dividend under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.08 to \$51.14, inclusive. The reporting person undertakes to provide to any security holder of Expeditors or to the SEC, upon request, full information regarding the number of shares sold at each separate price within the range stated.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.3105 to \$51.603, inclusive. The reporting person undertakes to provide to any security holder of Expeditors or to the SEC, upon request, full information regarding the number of shares sold at each separate price within the range stated.

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.