

LEMKE JAMES
Form 4
August 03, 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 *
LEMKE JAMES

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)
14701 CHARLSON ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/30/2010

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

EDEN PRAIRIE, MN 55347

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)	(A) or (D)	Price	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)
Common Stock							118,874	I	By Rabbi Trust
Common Stock	07/30/2010		M	4,500	A	\$ 14	148,729 ⁽¹⁾	D	
Common Stock	07/30/2010		F	938	D	\$ 65.2	147,791	D	
Common Stock	07/30/2010		M	3,556	A	\$ 14.625	151,347	D	
Common Stock	07/30/2010		M	878	A	\$ 55.83	152,225	D	

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Common Stock 07/30/2010 S 7,946 D \$ 64.1 144,279 ⁽¹⁾ D

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
Option (Right to Buy)	\$ 14	07/30/2010		M		4,500		<u>(2)</u>	02/01/2011	Common Stock	4,500
Option (Right to Buy)	\$ 14.625							<u>(2)</u>	02/15/2012	Common Stock	6,444
Option (Right to Buy)	\$ 14.625	07/30/2010		M		3,556		<u>(2)</u>	02/15/2012	Common Stock	3,556
Option (Right to Buy)	\$ 14.82							<u>(2)</u>	02/07/2013	Common Stock	13,416
Option (Right to Buy)	\$ 14.82							<u>(2)</u>	02/07/2013	Common Stock	16,584
Option (Right to Buy)	\$ 55.83	07/30/2010		M		878		11/27/2009	02/01/2011	Common Stock	878
Option (Right to Buy)	\$ 64.1	07/30/2010		A		938		07/30/2010	02/01/2011	Common Stock	938

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEMKE JAMES 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347			Vice President	

Signatures

/s/ Troy Renner, Attorney in fact for James P. Lemke	08/03/2010
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__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) Includes shares held in the employee stock purchase plan as of a statement dated 3/31/2009.
- (2) Currently 100% vested.

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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