

EZRILOV ROBERT

Form 4

July 29, 2008

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 *
EZRILOV ROBERT

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)
07/25/2008

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

EDEN PRAIRIE, MN 55347

(City) (State) (Zip)

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

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) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common Stock | | | Code | V Amount (D) Price | 3,000 | I | Family Foundation |
| Common Stock | | | | | 30,582 | D | |
| Common Stock | | | | | 50,000 ⁽⁴⁾ | I | By GRAT |

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) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Director Option (Right to Buy) | \$ 6.2969 | | | | | 02/15/1999 | 02/14/2009 | Common Stock | 12,000 | |
| Director Option (Right to Buy) | \$ 10.1719 | | | | | 01/31/2000 | 01/30/2010 | Common Stock | 12,000 | |
| Director Option (Right to Buy) | \$ 14 | | | | | 02/01/2001 | 01/31/2011 | Common Stock | 6,000 | |
| Director Option (Right to Buy) | \$ 14.625 | | | | | 02/15/2002 | 02/14/2012 | Common Stock | 6,000 | |
| Director Option (Right to Buy) | \$ 14.82 | | | | | 02/07/2003 | 02/06/2013 | Common Stock | 10,000 | |
| Phantom Stock (Director Units) | <u>(1)</u> | | | | | <u>(2)</u> | 12/31/2010 <u>(2)</u> | Common Stock | 673 | |
| Phantom Stock (Director Units) | <u>(1)</u> | | | | | <u>(3)</u> | 12/31/2011 <u>(3)</u> | Common Stock | 553 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| | Director 10% Owner Officer Other |
| EZRILOV ROBERT 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347 | X |

Signatures

| | |
|--|------------|
| /s/ Troy Renner, Attorney in Fact for Robert Ezrilov | 07/29/2008 |
|--|------------|

| | |
|---------------------------------|------|
| __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) 1-for-1
- (2) Vests over 5 years beginning 2006, based on financial performance of the Company.
- (3) Vests over 5 years beginning 2007, based on financial performance of the Company.
- (4) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on July 25, 2008.

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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