

Freeman Angela K.
Form 4
August 28, 2018

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Freeman Angela K.

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)
02/04/2015

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Human Resources Officer

EDEN PRAIRIE, MN 55437

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)
Common Stock	02/04/2015		A	Amount (1) 2,521	(A) or (D) A \$ 0	24,136	D
Common Stock	02/02/2016		A	Amount (2) 1,626	(A) or (D) A \$ 0	25,762	D
Common Stock	08/24/2018		S	Amount (3) 1,589	(A) or (D) D \$ 96.7057	25,357 (4) (5)	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. 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)	\$ 68.81	02/02/2017		A		554		<u>(6)</u>	12/07/2021	Common Stock	554
Option (right to buy)	\$ 61.91	02/02/2017		A		824		<u>(7)</u>	12/05/2022	Common Stock	824
Option (right to buy)	\$ 61.91	01/31/2018		A		165		<u>(7)</u>	12/05/2022	Common Stock	165
Option (right to buy)	\$ 58.25	02/02/2017		A		2,536		<u>(8)</u>	12/04/2023	Common Stock	2,536
Option (right to buy)	\$ 58.25	01/31/2018		A		1,903		<u>(8)</u>	12/04/2023	Common Stock	1,903
Option (right to buy)	\$ 74.57	02/02/2017		A		2,461		<u>(9)</u>	12/03/2024	Common Stock	2,461
Option (right to buy)	\$ 74.57	01/31/2018		A		1,846		<u>(9)</u>	12/03/2024	Common Stock	1,846

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Freeman Angela K. 14701 CHARLSON ROAD	Chief Human Resources Officer

EDEN PRAIRIE, MN 55437

Signatures

/s/ Jessica Homes, Attorney-in-Fact for Angela K.
Freeman

08/28/2018

__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) Represents performance-based restricted stock units that vested on February 4, 2015, have been credited to the reporting person's account in the Issuer's NQDC Plan and will be settled on a 1 for 1 basis in shares of the Issuer's common stock.
- (2) Represents performance-based restricted stock units that vested on February 2, 2016, have been credited to the reporting person's account in the Issuer's NQDC Plan and will be settled on a 1 for 1 basis in shares of the Issuer's common stock.
Reflects the weighted average price of 1,589 shares of common stock of the Issuer's sold by the reporting person in multiple transactions on August 24, 2018 with sale prices ranging from \$96.7051 to \$96.7057 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Includes 1,182 shares acquired pursuant to the issuer's employee stock purchase plan.
Included in this amount are 22,063 shares of the Issuer's common stock issuable in settlement of an equal number of vested deferred shares and restricted stock units credited to the reporting person's NQDC Plan account, and 3,294 shares held directly by the reporting person.
- (5) Performance-based stock option granted on December 7, 2011 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
- (7) Performance-based stock option granted on December 5, 2012 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
- (8) Performance-based stock option granted on December 4, 2013 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
- (9) Performance-based stock option granted on December 3, 2014 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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