

Campbell Ben G
Form 4
September 12, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Campbell Ben G

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)
02/02/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Legal Officer/Secretary

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) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/10/2018 | | S ⁽¹⁾ | | 4,000 | D | \$ 100 |
| Common Stock | 12/26/2017 | | G | V | 575 | D | \$ 0 |
| | | | | | | | 27,902 ⁽²⁾ |
| | | | | | | | 27,327 |

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
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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. I |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|-------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | Code | V | (A) | (D) | | | |
| Option (right to buy) | \$ 68.81 | 02/02/2017 | | A | | 713 | (3) | 12/07/2021 | Common Stock | 713 |
| Option (right to buy) | \$ 61.91 | 02/02/2017 | | A | | 1,007 | (4) | 12/05/2022 | Common Stock | 1,007 |
| Option (right to buy) | \$ 61.91 | 01/31/2018 | | A | | 202 | (4) | 12/05/2022 | Common Stock | 202 |
| Stock Option (right to buy) | \$ 58.25 | 02/02/2017 | | A | | 2,790 | (5) | 12/04/2023 | Common Stock | 2,790 |
| Option (right to buy) | \$ 58.25 | 01/31/2018 | | A | | 2,093 | (5) | 12/04/2023 | Common Stock | 2,093 |
| Option (right to buy) | \$ 74.57 | 02/02/2017 | | A | | 2,666 | (6) | 12/03/2024 | Common Stock | 2,666 |
| Option (right to buy) | \$ 74.57 | 01/31/2018 | | A | | 2,000 | (6) | 12/03/2024 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Campbell Ben G 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55437 | Chief Legal Officer/Secretary |

Signatures

/s/ Ben G.
Campbell

09/12/2018

 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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 13, 2018.
- (2) Includes 3,140 shares acquired pursuant to the issuer's employee stock purchase plan.
- (3) Performance-based stock option granted December 7, 2011 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
- (4) Performance-based stock option granted December 5, 2012 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
- (5) Performance-based stock option granted December 4, 2013 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
- (6) Performance-based stock option granted 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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