

LEMKE JAMES

Form 4

September 14, 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 *
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)
02/02/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President, Robinson Fresh

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)
____X____ 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				(A) or (D)	180,022 (1) (2)	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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Filing Date of this Statement (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		911		<u>(3)</u>	12/07/2021	Common Stock	911
Option (right to buy)	\$ 61.91	02/02/2017		A		1,190		<u>(4)</u>	12/05/2022	Common Stock	1,190
Option (right to buy)	\$ 61.91	01/31/2018		A		238		<u>(4)</u>	12/05/2022	Common Stock	238
Stock Option (right to buy)	\$ 58.25	02/02/2017		A		3,297		<u>(5)</u>	12/04/2023	Common Stock	3,297
Option (right to buy)	\$ 58.25	01/31/2018		A		2,473		<u>(5)</u>	12/04/2023	Common Stock	2,473
Option (right to buy)	\$ 74.57	02/02/2017		A		2,871		<u>(6)</u>	12/03/2024	Common Stock	2,871
Option (right to buy)	\$ 74.57	01/31/2018		A		2,154		<u>(6)</u>	12/03/2024	Common Stock	2,154

Reporting Owners

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

Signatures

/s/ Jessica Homes, Attorney-in-Fact for James P.
Lemke

09/14/2018

__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) Included in this amount are 51,308 shares of Issuer 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 121,578 shares held directly by the reporting person.
- (2) Includes 7,136 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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