

C H ROBINSON WORLDWIDE INC

Form 4

February 04, 2016

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 *
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)
12/02/2015

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

EDEN PRAIRIE, MN 55437

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 Ownership (Instr. 4)
Common Stock	02/02/2016		A	(A) or (D) 3,484 (1)	\$ 0 34,005	D	
Common Stock	02/03/2016		F	4,810 D	\$ 29,195 (2) 64.77	D	

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) ⁽³⁾	\$ 68.81	02/02/2016		A		2,218		02/02/2016	12/07/2021	Common Stock	2,218
Option (right to buy) ⁽⁴⁾	\$ 61.91	02/02/2016		A		3,298		02/02/2016	12/05/2022	Common Stock	3,298
Option (right to buy) ⁽⁵⁾	\$ 58.25	02/02/2016		A		5,285		02/02/2016	12/04/2023	Common Stock	5,285
Option (right to buy) ⁽⁶⁾	\$ 74.57	02/02/2016		A		5,128		02/02/2016	12/03/2024	Common Stock	5,128
Option (right to buy)	\$ 63.58	12/02/2015		A		24,500		⁽⁷⁾	12/02/2025	Common Stock	24,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Freeman Angela K. 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55437	VP, Human Resources

Signatures

/s/ Troy Renner,
Attorney-in-Fact
02/04/2016
**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).

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- Represents performance-based restricted stock units that vested on February 2, 2016 upon certification by the Issuer's compensation committee. Such vested units have been credited to the reporting person's account in the Issuer's NQDC Plan and will be settled in an equal number of shares at specified future dates.
- (1) Included in this amount are 22,009 shares of Issuer common stock issuable in settlement of an equal number of deferred shares and vested performance restricted stock units that have been credited to the reporting person's NQDC Plan account, and 7,186 shares held directly by the reporting person.
- (2) Performance-based stock option granted 12/7/11 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
- (3) Performance-based stock option granted 12/5/12 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
- (4) Performance-based stock option granted 12/4/13 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
- (5) Performance-based stock option granted 12/3/14 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
- (6) Time-based stock option granted December 2, 2015 vests as to 20% of the shares subject to the option on December 31 in each of the years 2016-2020.
- (7)

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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