

LARSEN JAMES
Form 4
August 17, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LARSEN 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)
8100 MITCHELL ROAD, #200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

EDEN PRAIRIE, MN 55344

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

(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)
				(A) or (D)	Price		
Common Stock	08/15/2005		S	V	1,750	D	
					\$ 59.16		
Common Stock					1,868 ⁽¹⁾	D	
Common Stock					10,262	I	By Rabbi Trust
Common Stock					556	I	By Spouse

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

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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. Amount or Number of Shares
Option (Right to Buy)	\$ 12.59					02/15/2001 ⁽²⁾ 02/15/2009	Common Stock	9,500
Option (Right to Buy)	\$ 20.345					01/31/2000 ⁽²⁾ 01/31/2010	Common Stock	16,000
Option (Right to Buy)	\$ 28					02/01/2003 ⁽³⁾ 02/01/2011	Common Stock	16,000
Option (Right to Buy)	\$ 29.25					02/15/2004 ⁽³⁾ 02/15/2012	Common Stock	5,000
Option (Right to Buy)	\$ 29.64					02/07/2005 ⁽³⁾ 02/07/2013	Common Stock	5,000
Option (Right to Buy)	\$ 33.8					03/19/2003 ⁽²⁾ 03/19/2013	Common Stock	372
Option (Right to Buy)	\$ 41.74					04/27/2004 ⁽²⁾ 02/15/2009	Common Stock	301

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LARSEN JAMES 8100 MITCHELL ROAD, #200			Vice President	

EDEN PRAIRIE, MN 55344

Signatures

/s/ James V.

08/17/2005

Larsen

__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) Includes shares held in the employee stock purchase plan as of 7/31/2005.
- (2) 100% exercisable.
- (3) Vests 25% annually beginning this date.

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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