

WALKER MARK A
Form 4
March 24, 2006

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 *
WALKER MARK A

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)
03/22/2006

____ 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)	(A) or (D)	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						75,524	I	By Rabbi Trust
Common Stock						1,000	I	By Daughter
Common Stock						800	I	By Daughter
Common Stock	03/22/2006		M/K	14,000	A	\$ 4.5 141,212	D	
Common Stock	03/22/2006		F/K	1,331	D	\$ 47.3 139,881	D	

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Common Stock	03/22/2006	M/K	3,120	A	\$ 10.1725	143,001	D
Common Stock	03/22/2006	F/K	670	D	\$ 47.3	142,331	D
Common Stock	03/22/2006	F/K	924	D	\$ 47.3	141,407	D
Common Stock	03/24/2006	S	765	D	\$ 46.97	140,642	D
Common Stock	03/24/2006	S	1,988	D	\$ 46.98	138,654	D
Common Stock	03/24/2006	S	1,000	D	\$ 46.99	137,654	D
Common Stock	03/24/2006	S	5,636	D	\$ 47	132,018	D
Common Stock	03/24/2006	S	6	D	\$ 47.01	132,012	D
Common Stock	03/24/2006	S	1,400	D	\$ 47.04	130,612	D
Common Stock	03/24/2006	S	200	D	\$ 47.05	130,412	D
Common Stock	03/24/2006	S	3,100	D	\$ 47.07	127,312	D
Common Stock	03/24/2006	S	100	D	\$ 47.1	127,323 ⁽¹⁾	D

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

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(9-02)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Stock Option	\$ 4.5	03/22/2006		M/K		10/15/1999 ⁽²⁾	10/15/2007	Common Stock	14

Plan (Right to Buy)											
Stock Option Plan (Right to Buy)	\$ 6.2968					02/15/2001 ⁽²⁾	02/15/2009	Common Stock	15		
Stock Option Plan (Right to Buy)	\$ 10.1725	03/22/2006	M/K	3,120		01/31/2002 ⁽²⁾	01/31/2010	Common Stock	32		
Stock Option Plan (Right to Buy)	\$ 14					02/01/2003 ⁽²⁾	02/01/2011	Common Stock	32		
Stock Option Plan (Right to Buy)	\$ 14.625					02/15/2004 ⁽²⁾	02/15/2012	Common Stock	20		
Stock Option Plan (Right to Buy)	\$ 14.82					02/07/2005 ⁽²⁾	02/07/2013	Common Stock	20		
Stock Option Plan (Right to Buy)	\$ 47.3	03/22/2006	A/K	1,331		03/22/2006	10/15/2007	Common Stock	1,		
Stock Option Plan (Right to Buy)	\$ 47.3	03/22/2006	A/K	1,594		03/22/2006	01/31/2010	Common Stock	1,		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER MARK A 8100 MITCHELL ROAD, #200			Vice President	

EDEN PRAIRIE, MN 55344

Signatures

/s/ Mark A.

03/24/2006

Walker

__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 a statement dated 12/31/2005.
- (2) Vests two years from date of grant in annual cumulative installments of 25% 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.