

C H ROBINSON WORLDWIDE INC
 Form 4
 November 08, 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 *
WIEHOFF JOHN

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)
11/06/2006

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

EDEN PRAIRIE, MN 55344

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) Amount Price	3,508	I	By child
Common Stock				(A) Amount Price	56,000	I	By spouse
Common Stock				(A) Amount Price	557,612 ⁽¹⁾	I	By Trust
Common Stock	11/06/2006		M/K	24,000 A \$ 6.297	262,925	D	
Common Stock	11/06/2006		F/K	3,596 D \$ 42.02	259,329	D	

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Common Stock	11/06/2006	G	24,000	D	\$ 0	235,329	D	
Common Stock	11/06/2006	G	24,000	A	\$ 0	24,000	I	By Foundation
Common Stock	11/07/2006	S	24,000	D	\$ 42.5096	0	I	By Foundation

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
Option (Right to Buy)	\$ 6.297					02/15/2004	02/15/2009	Common Stock	8,
Option (Right to Buy)	\$ 6.297	11/06/2006		M/K	24,000	02/15/2001 ⁽²⁾	02/15/2009	Common Stock	35
Option (Right to Buy)	\$ 10.172					01/31/2005	01/31/2010	Common Stock	9,
Option (Right to Buy)	\$ 10.172					⁽²⁾	01/31/2010	Common Stock	90
Option (Right to Buy)	\$ 14					02/01/2006	02/01/2011	Common Stock	7,
Option (Right to Buy)	\$ 14					⁽²⁾	02/15/2012	Common Stock	72
Option (Right to Buy)	\$ 14.625					02/15/2007	02/15/2012	Common Stock	6,

Option (Right to Buy) \$ 14.625						(3)	02/15/2012	Common Stock	53	
Option (Right to Buy) \$ 14.82							02/07/2008	02/07/2013	Common Stock	6
Option (Right to Buy) \$ 14.82						(4)		02/07/2013	Common Stock	73
Option (Right to Buy) \$ 15.805							02/20/2003	10/15/2007	Common Stock	2
Option (Right to Buy) \$ 18.46							07/31/2003	02/15/2009	Common Stock	14
Option (Right to Buy) \$ 18.46							07/31/2003	02/15/2009	Common Stock	5
Option (Right to Buy) \$ 25.9							10/22/2004	10/15/2007	Common Stock	7
Option (Right to Buy) \$ 47.92							08/18/2006	01/31/2010	Common Stock	54
Option (Right to Buy) \$ 42.02	11/06/2006		A/K	3,596			11/06/2006	02/15/2009	Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WIEHOFF JOHN 8100 MITCHELL ROAD, #200 EDEN PRAIRIE, MN 55344			CEO	

Signatures

/s/ John P.
Wiehoff

11/08/2006

**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).

- Deferred shares held in a non-qualified grantor trust for reporting person's benefit. Dividends paid on these shares are automatically used
- (1) to purchase additional shares of the issuer. The transaction listed above is a purchase of shares by the trust. Of the shares reflected, 120,000 are available to vest over five years beginning in 2006, based on the financial performance of the Company.
 - (2) Currently 100% vested.
 - (3) Vests as to 15,000 shares on each of 2/15/2004, 2/15/2005 and 2/15/2006 and 8,164 shares on 2/15/2007.
 - (4) Vests as to 20,000 shares of each of 2/7/2005, 2/7/2006 and 2/7/2007 and 13,254 shares on 2/7/2008.

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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