

BUTTS JAMES  
Form 4  
November 09, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**BUTTS 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)  
**11/05/2009**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Vice President**

**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)  
 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 Ownership (Instr. 4)
Common Stock	11/05/2009		A	V Amount 10,360 (5)	A \$ 0 123,650 (6)	I	By Rabbi Trust
Common Stock	04/30/2009		G	V 21,000 D \$ 0 724,707 (1)	D		
Common Stock	04/30/2009		G	V 21,000 A \$ 0 21,000	I	By children	

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. Price or Value of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14					<u>(2)</u>	02/01/2011	Common Stock	8,000
Stock Option (Right to Buy)	\$ 14.625					<u>(3)</u>	02/15/2012	Common Stock	13,354
Stock Option (Right to Buy)	\$ 14.82					<u>(4)</u>	02/07/2013	Common Stock	6,746

## Reporting Owners

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

## Signatures

/s/ Troy Renner, Attorney in Fact for James E. Butts

11/06/2009

\_\_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 March 31, 2009.
- (2) Vests 25% annually on the anniversary of the date of grant beginning 2/1/03.
- (3) Vests 25% annually on the anniversary of the date of grant beginning 2/15/04.
- (4) Vests 25% annually on the anniversary of the date of grant beginning 2/7/05.
- (5) The shares granted are available to vest over five years beginning in 2010, based on the financial performance of the Company.
- (6) Total number of shares includes shares vesting based on performance criteria.

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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