

EXPEDITORS INTERNATIONAL OF WASHINGTON INC  
Form 8-K  
November 04, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report- November 1, 2010**

**(Date of earliest event reported)**

**EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Washington**  
**(State of Incorporation)**

**000-13468**  
**(Commission File Number)**

**91-1069248**  
**(I.R.S. Employer Identification)**

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**1015 Third Avenue, 12<sup>th</sup> Floor**

**Seattle, Washington 98104**

**(Address of principal executive offices)**

**(206) 674-3400**

**(Registrant's Telephone Number, Including Area Code)**

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written Communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On November 1, 2010, the Board of Directors of Expeditors International of Washington, Inc. (the Company ) amended Article IX of the Company Bylaws.

The amendment to Article IX gives the Company discretion to provide indemnification to a director or officer in connection with a proceeding initiated by that director or officer if permitted by applicable law; explicitly reflects certain statutory procedural requirements for indemnification of directors and officers; and explicitly acknowledges that any amendments to the Bylaws may not adversely affect the indemnification rights existing at the time of the amendments.

A copy of the Bylaws as amended is attached to this Form 8-K as Exhibit 3.2. The foregoing summary is qualified in its entirety by reference to Exhibit 3.2.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
3.2	Bylaws of Expeditors International of Washington, Inc. as amended November 1, 2010.

**SIGNATURES**

Pursuant to requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused to be signed on its behalf by the undersigned, thereunto duly authorized.

EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.

November 4, 2010

By: */s/* PETER J. ROSE  
**Peter J. Rose**  
**Chairman and Chief Executive Officer**

November 4, 2010

By: */s/* R. JORDAN GATES  
**R. Jordan Gates**  
**President and Chief Operating Officer**

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
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