

VILLANUEVA ROBERT L

Form 4

May 07, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VILLANUEVA ROBERT L

2. Issuer Name **and** Ticker or Trading
Symbol
EXPEDITORS INTERNATIONAL
OF WASHINGTON INC [EXPD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1015 THIRD AVENUE, 12TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2009

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President-The Americas

(Street)
SEATTLE, WA 98104

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					1,179.3635	D ⁽¹⁾	
Common Stock					300	I	For Minor Son
Common Stock					174,719	I ⁽²⁾	By Trust

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control 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 (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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 37.13	05/06/2009		A		5,000		05/06/2012 ⁽³⁾	05/06/2019	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VILLANUEVA ROBERT L 1015 THIRD AVENUE, 12TH FLOOR SEATTLE, WA 98104	President-The Americas

Signatures

/s/ Robert L.
Villanueva

05/07/2009

 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) Beginning balance of Common Stock beneficially owned includes 552,363.8 shares purchased on July 31, 2008 under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan and 2,248.49 shares acquired on June 16, 2008 and 5,915.7 shares acquired on December 15, 2008 pursuant to the reinvestment of a dividend under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan.
- (2) These shares were previously reported as directly beneficially owned but are now held in The Villanueva Family Revocable Trust.
- (3) The option vests in three installments: 50% on the third anniversary of the date of grant, 25% on the fourth anniversary and 25% on the fifth anniversary.
- (4) Employee Stock Options granted at no cost pursuant to Expeditors International of Washington, Inc.'s 2009 Stock Option Plan.

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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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