

BUTTS JAMES  
Form 4  
May 04, 2010

**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 \*  
**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)  
**05/03/2010**

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

**EDEN PRAIRIE, MN 55347**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                |   | 123,650 <sup>(5)</sup>  | I  | By Rabbi Trust                    |
| Common Stock                    |                                      |  |                                |   | 21,000  | I  | By children                       |
| Common Stock                    | 05/03/2010                           |  | M                              | 8,000 A   | \$ 14 362,525 <sup>(1)</sup>  | D  |                                   |
| Common Stock                    | 05/03/2010                           |  | M                              | 13,354 A  | \$ 14.625 375,879   | D  |                                   |
| Common Stock                    | 05/03/2010                           |  | M                              | 6,746 A   | \$ 14.82 382,625  | D  |                                   |

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|              |            |   |        |   |          |         |   |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 05/03/2010 | F | 6,595  | D | \$ 61.77 | 376,030 | D |
| Common Stock | 05/03/2010 | S | 18,700 | D | \$ 61.65 | 357,330 | D |
| Common Stock | 05/03/2010 | S | 1,300  | D | \$ 61.7  | 356,030 | 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                   |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|--|-------|--|-----------------|---|--------------|----------------------------|
|  |  |                                      |  |                                | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |       | Date Exercisable   | Expiration Date |   |              |                            |
|  |  |                                      |  | Code                           | V  | (A)   | (D)  |                 |   | Title        | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 14  | 05/03/2010                           |  | M                              |  |       | 8,000  | <u>(2)</u>      | 02/01/2011  | Common Stock | 8,000                      |
| Stock Option (Right to Buy)                | \$ 14.625  | 05/03/2010                           |  | M                              |  |       | 13,354   | <u>(3)</u>      | 02/15/2012  | Common Stock | 13,354                     |
| Stock Option (Right to Buy)                | \$ 14.82   | 05/03/2010                           |  | M                              |  |       | 6,746  | <u>(4)</u>      | 02/07/2013  | Common Stock | 6,746                      |
| Stock Option (Right to Buy)                | \$ 61.77   | 05/03/2010                           |  | A                              |  | 1,814 |  | 05/03/2010      | 02/01/2011  | Common Stock | 1,814                      |
| Stock Option (Right to Buy)                | \$ 61.77   | 05/03/2010                           |  | A                              |  | 3,162 |  | 05/03/2010      | 02/15/2012  | Common Stock | 3,162                      |
| Stock                                      | \$ 61.77   | 05/03/2010                           |  | A                              |  | 1,619 |  | 05/03/2010      | 02/07/2013  | Common       | 1,619                      |

Option  
(Right to  
Buy)

Stock

## Reporting Owners

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

## Signatures

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

Butts

05/04/2010

\_\_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) 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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