

WIEHOFF JOHN
Form 4
August 21, 2018

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)
14701 CHARLSON ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO/Chairman

EDEN PRAIRIE, MN 55347

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

(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 (D) Price			
Common Stock	02/03/2016		F	11,453 D \$ 64.77	715,727	D	
Common Stock	08/17/2018		S	30,000 D \$ 96.4471	685,727 ⁽²⁾	D	
Common Stock	08/09/2018		G	V 10,000 D \$ 0	36,000	I	By Spouse

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 68.81	02/03/2017		A		3,169		<u>(3)</u>	12/07/2021	Common Stock	3,169
Option (right to buy)	\$ 61.91	02/03/2017		A		5,495		<u>(4)</u>	12/05/2022	Common Stock	5,495
Option (right to buy)	\$ 61.91	02/02/2018		A		1,099		<u>(4)</u>	12/05/2022	Common Stock	1,099
Option (right to buy)	\$ 58.25	02/03/2017		A		15,216		<u>(5)</u>	12/04/2023	Common Stock	15,216
Option (right to buy)	\$ 58.25	02/02/2018		A		11,412		<u>(5)</u>	12/04/2023	Common Stock	11,412
Option (right to buy)	\$ 74.57	02/03/2017		A		14,354		<u>(6)</u>	12/03/2024	Common Stock	14,354
Option (right to buy)	\$ 74.57	02/02/2018		A		10,766		<u>(6)</u>	12/03/2024	Common Stock	10,766

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WIEHOFF JOHN 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347	X		CEO/Chairman	

Signatures

/s/ Ben G. Campbell, Attorney-in-Fact for John
Wiehoff

08/21/2018

__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) Reflects the weighted average price of 30,000 shares of common stock of C.H. Robinson Worldwide, Inc. sold by the reporting person in multiple transactions on August 17, 2018 with sale prices ranging from \$96.35 to \$96.56 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Included in this amount are 605,727 shares of Issuer common stock issuable in settlement of an equal number of deferred shares and vested performance restricted stock units credited to the reporting person's NQDC Plan account, and 80,000 shares held directly by the reporting person.
 - (2) Performance-based stock option granted 12/7/11 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
 - (3) Performance-based stock option granted 12/5/12 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
 - (4) Performance-based stock option granted 12/4/13 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
 - (5) Performance-based stock option granted 12/3/14 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
 - (6) Performance-based stock option granted 12/3/14 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.