

WALKER MARK A
Form 4
August 26, 2009

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 *
WALKER MARK A

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)
08/25/2009

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President

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)
Common Stock					113,814	I	By Rabbi Trust
Common Stock					1,000	I	By Daughter
Common Stock	08/25/2009		M	23,472 A	\$ 14 166,318	D	
Common Stock	08/25/2009		M	20,000 A	\$ 14.625 186,318	D	
Common Stock	08/25/2009		M	20,000 A	\$ 14.82 206,318	D	

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Common Stock 08/25/2009 F/K 28,904 D \$ 57.6 177,671 ⁽¹⁾ 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 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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Stock Option Plan (Right to Buy)	\$ 14	08/25/2009		M	23,472	02/01/2003 ⁽²⁾ 02/01/2011	Common Stock	23	
Stock Option Plan (Right to Buy)	\$ 14.625	08/25/2009		M	20,000	02/15/2004 ⁽²⁾ 02/15/2012	Common Stock	20	
Stock Option Plan (Right to Buy)	\$ 14.82	08/25/2009		M	20,000	02/07/2005 ⁽²⁾ 02/07/2013	Common Stock	20	
Stock Option Plan (Right to Buy)	\$ 57.6	08/25/2009		A/K	9,716	08/25/2009 02/01/2011	Comon Stock	9,	
Stock Option Plan (Right to Buy)	\$ 57.6	08/25/2009		A/K	9,858	08/25/2009 02/15/2012	Common Stock	9,	
	\$ 57.6	08/25/2009		A/K	9,330	08/25/2009 02/07/2013		9,	

Stock
Option
Plan
(Right to
Buy)

Common
Stock

Reporting Owners

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

Signatures

/s/ Troy Renner, Attorney in Fact for Mark A. Walker	08/26/2009
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__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 3/31/2009.
- (2) Vests two years from date of grant in annual cumulative installments of 25% beginning this date.

Remarks:

NOTE TO FILING: The Form 4 filed on 4/1/2009 reflecting a date of event of 2/24/2009 was a draft of this voluntary filing a

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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