

SATTERLEE SCOTT  
 Form 4/A  
 February 09, 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 \*  
**SATTERLEE SCOTT**

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)  
**8100 MITCHELL ROAD, #200**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/05/2010**

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

**EDEN PRAIRIE, MN 55344**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)  
**02/09/2010**

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

**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					135,218	I	By Rabbi Trust
Common Stock	02/05/2010		M	19,392 A	\$ 14.625 32,341	D	
Common Stock	02/05/2010		M	14,500 A	\$ 14.82 46,841	D	
Common Stock	02/05/2010		F	1,819 D	\$ 52.44 45,022	D	
Common Stock	02/05/2010		F	9,508 D	\$ 52.44 35,514	D	

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Common Stock	02/09/2010 <sup>(3)</sup>	S	100	D	\$ 52.305	35,514	D
Common Stock	02/09/2010 <sup>(3)</sup>	S	11,643	D	\$ 11,643	23,771	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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 14.625	02/05/2010		M		(1)	02/15/2012	Common Stock	19,392
Option (Right to Buy)	\$ 14.82	02/05/2010		M			02/07/2008 02/07/2013	Common Stock	6,746
Option (Right to Buy)	\$ 14.82	02/05/2010		M		(2)	02/07/2013	Common Stock	7,754
Option (Right to Buy)	\$ 52.89						02/02/2007 01/31/2010	Common Stock	2,809
Option (Right to Buy)	\$ 54.15						02/26/2008 02/01/2011	Common Stock	2,066
Option (Right to Buy)	\$ 54.15						02/06/2008 02/07/2013	Common Stock	2,811
Option (Right to Buy)	\$ 52.44	02/05/2010		A	5,409		02/05/2010 02/15/2012	Common Stock	5,409
Option (Right to Buy)	\$ 52.44	02/05/2010		A	5,918		05/05/2010 02/07/2013	Common Stock	5,918

Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SATTERLEE SCOTT 8100 MITCHELL ROAD, #200 EDEN PRAIRIE, MN 55344			Vice President	

## Signatures

/s/ Troy Renner, Attorney in Fact for Scott  
Satterlee

02/09/2010

\_\_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) Vests as to 3,408 shares on 2/15/2004, 4,226 shares on 2/15/2005, 4,922 shares on 2/15/2007 and 6,836 shares on 2/15/2007.
- (2) Vests as to 7,500 shares on each of 2/7/2005, 2/7/2006 and 2/7/2007 and 754 shares on 2/7/2008.
- (3) Amended to correct date of sale previously reported as 2/6/2010.

### Remarks:

THIS AMENDMENT HAS BEEN FILED SOLELY TO CORRECT THE DATE OF SALES AS NOTED IN FOOTNOTE 3.

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.