

EZRILOV ROBERT
Form 4
April 27, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
EZRILOV ROBERT

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/23/2010

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

14701 CHARLSON ROAD

(Street)

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

EDEN PRAIRIE, MN 55347

(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 | | | | | 3,000 | I | Family Foundation |
| Common Stock | 04/23/2010 | | J ⁽⁴⁾ | 28,845 D | 0 ⁽⁴⁾ | I | By GRAT |
| Common Stock | 04/23/2010 | | P ⁽⁴⁾ | 28,845 A | \$ 61.5 80,636 ⁽⁴⁾ | D | |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Director Option (Right to Buy) | \$ 14 | | | | | 02/01/2001 01/31/2011 | Common Stock 6,000 |
| Director Option (Right to Buy) | \$ 14.625 | | | | | 02/15/2002 02/14/2012 | Common Stock 6,000 |
| Director Option (Right to Buy) | \$ 14.82 | | | | | 02/07/2003 02/06/2013 | Common Stock 10,000 |
| Phantom Stock (Director Units) | (1) | | | | | 12/31/2006 ⁽²⁾ 12/31/2010 ⁽²⁾ | Common Stock 673 |
| Phantom Stock (Director Units) | (1) | | | | | 12/31/2007 ⁽²⁾ 12/31/2011 ⁽²⁾ | Common Stock 553 |
| Phantom Stock (Director Units) | (1) | | | | | 12/31/2008 ⁽²⁾ 12/31/2012 ⁽²⁾ | Common Stock 981 |
| Phantom Stock (Director Units) | (1) | | | | | ⁽³⁾ ⁽³⁾ | Common Stock 866 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EZRILOV ROBERT 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Troy Renner, Attorney in Fact for Robert Ezrilov | 04/27/2010 |
|---|------------|

__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) 1-for-1
- (2) Vests annually each year end based on the financial performance of the Company, beginning and ending the dates shown.
- (3) Issued as Director Compensation, upon board termination, the shares of phantom stock become payable in common stock in accordance with the election of the reporting person.

- (4) Pursuant to the terms of the GRAT, Mr. Ezrilov substituted assets in the GRAT by exchanging 28,845 shares of the Company's stock held by the GRAT for shares of a diversified bond fund valued at \$1,773,967.50, which implies a transaction value of \$61.50 per share. This exchange may be deemed to have been a purchase for purposes of Section 16, although Mr. Ezrilov continues to beneficially own the same total number of shares due to the transfer of the GRAT shares from indirect ownership to direct ownership.

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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