

Neill Michael W  
Form 3/A  
August 10, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Neill Michael W</p> <p>(Last) (First) (Middle)</p> <p>14701 CHARLSON ROAD</p> <p>(Street)</p> <p>EDEN PRAIRIE, Â MN Â 55347</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/18/2018</p>	<p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>C H ROBINSON WORLDWIDE INC [CHRW]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Technology Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>06/28/2018</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,411 <sup>(1)</sup>	D	Â
Common Stock	460	I	By 401(k) Plan
Common Stock	328	I	By ESPP

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â <u>(2)</u>	12/06/2027	Common Stock	5,978	\$ 87.15	D	Â
Stock Option (right to buy)	Â <u>(3)</u>	12/07/2026	Common Stock	5,174	\$ 76.72	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	12/02/2025	Common Stock	6,243	\$ 63.58	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	12/03/2024	Common Stock	2,393	\$ 74.57	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	12/04/2023	Common Stock	2,754	\$ 58.25	D	Â
Stock Option (right to buy)	Â <u>(7)</u>	12/05/2022	Common Stock	272	\$ 61.91	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neill Michael W 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347	Â	Â	Â Chief Technology Officer	Â

## Signatures

/s/ Ben G. Campbell, Attorney-in-Fact for Michael W. Neill

08/10/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Included in this amount are 6,245 shares of Issuer common stock issuable in settlement of an equal number of deferred shares credited to the reporting person's NQDC Plan account, and 1,166 shares held directly by the reporting person.
  - (2) Stock option granted December 6, 2017 vests as to 20% of the shares subject to the option on December 31 in each of the years 2018-2022.
  - (3) The award became exercisable as to 20% of the shares on December 31, 2017, and the remaining 80% will become exercisable in four equal installments on December 31, 2018, 2019, 2020 and 2021.
  - (4) The award became exercisable as to 20% of the shares on December 31, 2016, 20% of the shares on December 31, 2017, and the remaining 60% will become exercisable in three equal installments on December 31, 2018, 2019 and 2020.
  - (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)

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Performance-based stock option granted 12/4/13 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.

- (7) Performance-based stock option granted 12/5/12 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.

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### **Remarks:**

ThisÂ filingÂ isÂ amendedÂ andÂ restatedÂ inÂ itsÂ entirety.

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.