

C H ROBINSON WORLDWIDE INC
 Form 4
 February 04, 2016

FORM 4

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

OMB APPROVAL

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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 *
LEMKE JAMES

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)
12/02/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

EDEN PRAIRIE, MN 55347

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/02/2016		A	7,191 (1)	\$ 0	220,377	D
Common Stock	02/03/2016		F	9,804	\$ 64.77	210,573 (2)	D

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

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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
Option (right to buy)	\$ 63.58	12/02/2015		A	28,260	<u>(3)</u> 12/02/2025	Common Stock 28,260
Option (right to buy) <u>(4)</u>	\$ 68.81	02/02/2016		A	3,644	02/02/2016 12/07/2021	Common Stock 3,644
Option (right to buy) <u>(5)</u>	\$ 61.91	02/02/2016		A	4,762	02/02/2016 12/05/2022	Common Stock 4,762
Option (right to buy) <u>(6)</u>	\$ 58.25	02/02/2016		A	6,870	02/02/2016 12/04/2023	Common Stock 6,870
Option (right to buy) <u>(7)</u>	\$ 74.57	02/02/2016		A	5,983	02/02/2016 12/03/2024	Common Stock 5,983

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEMKE JAMES 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347			Senior Vice President	

Signatures

/s/ Troy Renner,
Attorney-in-Fact 02/04/2016

__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).

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- (1) Represents performance-based restricted stock units that vested on February 2, 2016 upon certification by the Issuer's compensation committee. Such vested units have been credited to the reporting person's account in the Issuer's NQDC Plan.
- (2) Included in this amount are 59,548 shares of Issuer common stock issuable in settlement of an equal number of vested performance restricted stock units credited to the reporting person's account under the Issuer's NQDC Plan.
- (3) Time-based stock option granted December 2, 2015 vests as to 20% of the shares subject to the option on December 31 in each of the years 2016-2020.
- (4) Performance-based stock option granted 12/7/11 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
- (5) Performance-based stock option granted 12/5/12 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
- (6) 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 12/3/14 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.

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.