

ROSE PETER J

Form 4

December 14, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSE PETER J

2. Issuer Name **and** Ticker or Trading
Symbol

EXPEDITORS INTERNATIONAL
OF WASHINGTON INC [EXPD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1015 THIRD AVENUE, 12TH
FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

SEATTLE, WA 98104

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/12/2012		M	44,536 A	\$ 18.3 1,122,027.5718 (1)	D	
Common Stock	12/12/2012		S	44,536 D	\$ 38.22 1,077,491.5718 (2)	D	
Common Stock	12/12/2012		M	2,796 A	\$ 18.3 6,385.3989 (3)	I	By Spouse
Common Stock	12/12/2012		S	2,796 D	\$ 38.2 3,589.3989 (4)	I	By Spouse
					81,218	I	by Trust

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Common
Stock

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
Stock Options (Right to Buy)	\$ 18.3	12/12/2012		M ⁽⁵⁾		44,536		05/07/2006	05/07/2013	Common Stock	44,536
Stock Options (Right to Buy)	\$ 18.3	12/12/2012		M ⁽⁶⁾		2,796		05/07/2006	05/07/2013	Common Stock	2,796

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSE PETER J 1015 THIRD AVENUE, 12TH FLOOR SEATTLE, WA 98104	X		Chairman and CEO	

Signatures

Brittany Kelly, Stock Plan Administrator,
attorney-in-fact

12/14/2012

__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).

Balance of Common Stock beneficially owned includes 530.8981 shares purchased on July 31, 2012 under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan and 62.3356 shares acquired on June 18, 2012 pursuant to the reinvestment of a dividend under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan.

(1) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.21 to \$38.27, inclusive. The reporting person undertakes to provide to any security holder of Expeditors or to the SEC, upon request, full information regarding the number of shares sold at each separate price within the range stated.

Balance of Common Stock beneficially owned includes 116.0151 shares purchased on July 31, 2012 under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan and 15.1159 shares acquired on June 18, 2012 pursuant to the reinvestment of a dividend under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan.

(3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.18 to \$38.23, inclusive. The reporting person undertakes to provide to any security holder of Expeditors or to the SEC, upon request, full information regarding the number of shares sold at each separate price within the range stated.

(5) Options exercised were due to expire May 7, 2013.

(6) Options exercised were due to expire May 7, 2013

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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