

Musser Jeffrey S
 Form 4
 May 08, 2012

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 *
 Musser Jeffrey S

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/04/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP and CIO

(Street)
 SEATTLE, WA 98104

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	05/04/2012		M		7,343	A	\$ 14.29 9,417.7042 D
Common Stock	05/04/2012		F		2,656	D	\$ 39.5 6,761.7042 D
Common Stock	05/04/2012		M		4,278	A	\$ 18.3 11,039.7042 D
Common Stock	05/04/2012		F		1,981	D	\$ 39.5 9,058.7042 D
Common Stock	05/04/2012		M		3,722	A	\$ 20.87 12,780.7042 D

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Common Stock	05/04/2012	F	1,966	D	\$ 39.5	10,814.7042	D	
Common Stock	05/04/2012	M	5,101	A	\$ 24.45	15,915.7042	D	
Common Stock	05/04/2012	F	3,157	D	\$ 39.5	12,758.7042	D	
Common Stock						113,887	I	By Trust (1)

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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 14.29	05/04/2012		M	7,343	05/08/2005 05/08/2012	Common Stock	7,343
Stock Options (Right to Buy)	\$ 18.3	05/04/2012		M	4,278	05/07/2006 05/07/2013	Common Stock	4,278
Stock Options (Right to Buy)	\$ 20.87	05/04/2012		M	3,722	05/05/2007 05/05/2014	Common Stock	3,722
Stock Options (Right to Buy)	\$ 24.45	05/04/2012		M	5,101	05/04/2008 05/04/2015	Common Stock	5,101

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Musser Jeffrey S 1015 THIRD AVENUE, 12TH FLOOR SEATTLE, WA 98104			Executive VP and CIO	

Signatures

/s/ Stock Plan Administrator,
attorney-in-fact

05/08/2012

__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).
- (1) Indirect Ownership by The Musser Family Trust.

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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