

MAHLKE TOM

Form 4

December 09, 2005

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 *
MAHLKE TOM

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)

8100 MITCHELL ROAD, #200

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2005

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

EDEN PRAIRIE, MN 55344

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Stock	12/07/2005		A	(A) or (D) Amount 18,000 (2)	\$ 0 38,784	I	By Rabbi Trust
Common Stock					1,992 (1)	D	

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

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information contained in this form are not
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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)	8. De Se (In
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 4.5					(3) 10/15/2007	Common Stock	1,280
Option (Right to Buy)	\$ 6.2969					(3) 02/15/2009	Common Stock	5,700
Option (Right to Buy)	\$ 10.1725					(3) 01/31/2010	Common Stock	10,000
Option (Right to buy)	\$ 14					02/01/2003(4) 02/01/2011	Common Stock	14,000
Option (Right to Buy)	\$ 14.625					(5) 02/15/2012	Common Stock	11,366
Option (Right to Buy)	\$ 14.625					(6) 02/15/2012	Common Stock	8,634
Option (Right to Buy)	\$ 14.82					(7) 02/07/2013	Common Stock	6,812
Option (Right to Buy)	\$ 14.82					(8) 02/07/2003	Common Stock	13,188
Option (Right to Buy)	\$ 20.645					11/10/2003 10/15/2007	Common Stock	156

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAHLKE TOM 8100 MITCHELL ROAD, #200 EDEN PRAIRIE, MN 55344			Controller	

Signatures

/s/ Thomas K. 12/09/2005
Mahlke

Signature of Date
Reporting Person

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) Includes shares held in the employee stock purchase plan as of a statement dated 12/1/2005.
- (2) The shares granted are available to vest over five years beginning in 2006, based on the financial performance of the Company.
- (3) Currently 100% vested.
- (4) Vests in 25% annual cumulative increments on the anniversary of the date of grant beginning this date.
- (5) Vests as to 1,132 shares on 2/15/2004, 1,748 shares on 2/15/2005, 3,486 shares on 2/15/2006 and 5,000 shares on 2/15/2007.
- (6) Vests as to 3,868 shares on 2/15/2004, 3,252 shares on 2/15/2005 and 1,514 shares on 2/15/2006.
- (7) Vests as to 1,812 shares on 2/7/2007 and 5,000 shares on 2/7/2008.
- (8) Vests as to 5,000 shares on each of 2/7/2005 and 2/7/2006 and 3,188 shares on 2/7/2007.

Remarks:

All numbers of shares appearing in Table I, column 5, and Table II, columns 7 and 9, and the option exercise prices on Table I

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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