EZRILOV ROBERT

Form 4

October 04, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **EZRILOV ROBERT** Issuer Symbol C H ROBINSON WORLDWIDE (Check all applicable) INC [CHRW] X_ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner Officer (give title _ Other (specify (Month/Day/Year) below) 14701 CHARLSON ROAD 09/30/2010 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting EDEN PRAIRIE, MN 55347 Person (City) (State) (Zin)

(City)	(State) (Table Table	e I - Non-D	erivative S	Securities Ac	equired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D) 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount	or (D) Price	(Instr. 3 and 4) 3,000	I	Family Foundation
Common Stock						0 (4)	I	By GRAT
Common Stock						80,636	D	

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

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number.

$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Director Option (Right to Buy)	\$ 14					02/01/2001	01/31/2011	Common Stock	6,000
Director Option (Right to Buy)	\$ 14.625					02/15/2002	02/14/2012	Common Stock	6,000
Director Option (Right to Buy)	\$ 14.82					02/07/2003	02/06/2013	Common Stock	10,000
Phantom Stock (Director Units)	<u>(1)</u>					12/31/2006(2)	12/31/2010(2)	Common Stock	673
Phantom Stock (Director Units)	(1)					12/31/2007(2)	12/31/2011(2)	Common Stock	553
Phantom Stock (Director Units)	(1)					12/31/2008(2)	12/31/2012(2)	Common Stock	981
Phantom Stock (Director Units)	<u>(1)</u>	09/30/2010		A	715	(3)	(3)	Common Stock	866

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EZRILOV ROBERT 14701 CHARLSON ROAD X EDEN PRAIRIE, MN 55347

Signatures

/s/ Troy Renner, Attorney in Fact for Robert Ezrilov

10/04/2010

**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) 1-for-1
- (2) Vests annually each year end based on the financial performance of the Company, beginning and ending the dates shown.
- (3) Issued as Director Compensation, upon board termination, the shares of phantom stock become payable in common stock in accordance with the election of the reporting person.
- Pursuant to the terms of the GRAT, Mr. Ezrilov substituted assets in the GRAT by exchanging 28,845 shares of the Company's stock held by the GRAT for shares of a diversified bond fund valued at \$1,773,967.50, which implies a transaction value of \$61.50 per share. This exchange may be deemed to have been a purchase for purposes of Section 16, although Mr. Ezrilov continues to beneficially own the same total number of shares due to the transfer of the GRAT shares from indirect ownership to direct ownership.

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.

Reporting Owners 3