Edgar Filing: Roloff ReBecca Koenig - Form 4

Form 4	ecca Koenig									
February 08	ЛЛ	STATES S	SECURITII Washing				COMMISSIO		APPROVAL 3235-0287	
Check t if no los subject Section Form 4 Form 5 obligati may con <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons ntinue.	rsuant to Se (a) of the Pu	CHANGES SEC	S IN CUR of th Hole	BENEF RITIES e Securi ding Cor	ICIAL O ties Excha npany Act	WNERSHIP OI nge Act of 1934, of 1935 or Secti 940	Expires: Estimated burden ho response.	urs per	
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Roloff ReBecca Koenig			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			3. Date of Earliest Transaction (Month/Day/Year) 02/06/2013				X_ Director 10% Owner Officer (give title Other (specify below) below)			
EDEN PR.	(Street) AIRIE, MN 55347	F	. If Amendmer		-	1	6. Individual or Applicable Line) _X_ Form filed by Form filed by Person	-	Person	
(City)	(State)	(Zip)	Table I - N	lon-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if Trans Code /Year) (Instr	TransactionAcquired (A) or Code Disposed of (D)		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)		
Reminder: Re	port on a separate line	e for each class	s of securities	benef	Perso inform requir	ns who res nation cont red to resp	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Securi

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Securi Acqui (A) or Dispos of (D) (Instr. and 5)	red sed 3, 4,					(Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (Restricted Stock Units)	<u>(1)</u>	02/08/2013		А		235 (2)		(3)	(3)	Common Stock	235	\$

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Roloff ReBecca Koenig 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347	Х			
Signatures				
Tory Renner, Attorney-in-Fact Roloff	for ReBe	ecca	02/0	8/2013
<u>**</u> Signature of Reporting Pe	erson		D	ate

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) Each phantom share/restricted stock unit will be paid in one share of common stock.
- Number of performance restricted stock units that vested on 2/6/13 upon certification by the Issuer's compensation committee. The
 (2) reporting person had previously reported all of the 981 vested and unvested performance restricted stock units associated with this award, of which 530 had been vested prior to 2/6/13. As of 2/6/13, 765 of these units are vested in total, and 216 have been forfeited.
- (3) Following the reporting person's termination of service as a director, vested restricted stock units become payable in shares of common stock according to the schedule previously chosen by the reporting person.
- (4) Amount shown is the total number of vested restricted stock units credited to the account of the reporting person, which includes amounts of 666 and 448 units associated with performance awards that had previously been reported separately.

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.