C H ROBINSON WORLDWIDE INC

Form 4

February 03, 2017

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

(7:n)

(State)

January 31, Expires: 2005 Estimated average

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Form 4 or Form 5 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).

(C:+-)

(Print or Type Responses)

1. Name and Address of Reporting Person * LEMKE JAMES	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specifibelow) Senior Vice President		
	C H ROBINSON WORLDWIDE INC [CHRW]			
(Last) (First) (Middle) 14701 CHARLSON ROAD	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2016			
(Street)	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		
EDEN PRAIRIE, MN 55347		Form filed by More than One Reporting		

(City)	(State) (Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y 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. Securi n(A) or Di (Instr. 3,	spose	d 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)
Common Stock	02/01/2017		F	2,526 (1)	D	\$ 76.51	196,547	D	
Common Stock	02/02/2017		A	2,996 (2)	A	\$0	199,543 (3)	D	

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 Option (right to buy)	\$ 76.72	12/07/2016		A	24,990	<u>(4)</u>	12/07/2026	Common Stock	24,990

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

LEMKE JAMES 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347

Senior Vice President

Relationships

Signatures

/s/ Troy Renner, Attorney-in-Fact for James Lemke

02/03/2017

**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).
- Number of Shares withheld to cover withholding taxes associated with the issuance of 7,355 shares of Issuer common stock in settlement (1) of an equal number of vested performance restricted stock units previously credited to the reporting person's account in the Issuer's Non-qualified Deferred Compensation ("NQDC") Plan.
- (2) Represents Performance-based restricted stock units that vested on February 2, 2017, have been credited to the reporting person's account in the Issuer's NQDC Plan and will be settled on a 1 for 1 basis in shares of the Issuer's Common Stock.
- (3) Included in this amount are 55,189 shares of Issuer common stock issuable in settlement of an equal number of vested deferred shares and restricted stock units credited to the reporting person's NQDC Plan account, and 144,354 shares held directly by the reporting person.
- (4) Stock option granted December 7, 2016 vests as to 20% of the shares subject to the option on December 31 in each of the years 2017-2021.

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 2