

CLEMENTI MICHAEL
Form 4
August 23, 2006

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 *
CLEMENTI MICHAEL

2. Issuer Name and Ticker or Trading Symbol
WORLD FUEL SERVICES CORP
[INT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2006

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Pres, World Fuel Services Inc.

C/O WORLD FUEL SERVICES CORPORATION, 9800 N.W. 41ST STREET, SUITE 400

(Street)

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

MIAMI, FL 33178

(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)
			Code	V	Amount or Price		
Common Stock	08/21/2006		M		7,008 A \$ 12.5	D	
Common Stock	08/21/2006		M		16,668 A \$ 14.365	D	
Common Stock	08/21/2006		S		1,300 (1) D \$ 37.83	D	
Common Stock	08/21/2006		S		3,800 (1) D \$ 37.75	D	
	08/21/2006		S		D \$ 37.8	D	

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Common Stock				1,000 <u>(1)</u>			
Common Stock	08/21/2006	S		1,500 <u>(1)</u>	D	\$ 37.85	163,998 D
Common Stock	08/21/2006	S		3,400 <u>(1)</u>	D	\$ 37.77	160,598 D
Common Stock	08/21/2006	S		1,200 <u>(1)</u>	D	\$ 37.74	159,398 D
Common Stock	08/21/2006	S		300 <u>(1)</u>	D	\$ 37.82	159,098 D
Common Stock	08/21/2006	S		300 <u>(1)</u>	D	\$ 37.81	158,798 D
Common Stock	08/21/2006	S		100 <u>(1)</u>	D	\$ 37.86	158,698 D
Common Stock	08/21/2006	S		200 <u>(1)</u>	D	\$ 37.84	158,498 D
Common Stock	08/21/2006	S		300 <u>(1)</u>	D	\$ 37.79	158,198 D
Common Stock	08/21/2006	S		100 <u>(1)</u>	D	\$ 37.78	158,098 D
Common Stock	08/21/2006	S		400 <u>(1)</u>	D	\$ 37.76	157,698 D
Common Stock	08/21/2006	S		100 <u>(1)</u>	D	\$ 37.73	157,598 D
Common Stock	08/23/2006	S		300 <u>(1)</u>	D	\$ 35.47	157,298 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable	Title

						Expiration Date		Amount or Number of Shares
Stock Option	\$ 12.5	08/21/2006	M	7,008 (2)	04/30/2004 ⁽³⁾	04/30/2008	Common Stock	7,008
Stock Option	\$ 14.365	08/21/2006	M	16,668 (5)	07/29/2004 ⁽⁶⁾	07/29/2008	Common Stock	16,668

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLEMENTI MICHAEL C/O WORLD FUEL SERVICES CORPORATION 9800 N.W. 41ST STREET, SUITE 400 MIAMI, FL 33178			Pres, World Fuel Services Inc.	

Signatures

/s/ Michael Clementi 08/23/2006

**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) The reporting person sold these shares in order to cover the withholding taxes and exercise prices owed in connection with the option exercises reported on Table II of this Form.
- (2) These options were previously reported as 9,600 shares at an exercise price of \$25 per share, but were adjusted to reflect the stock split on February 1, 2005.
- (3) These options vested in three installments as follows: 5,186 options vested on April 30, 2004, 7,006 options vested on April 30, 2005, and 7,008 options vested on April 30, 2006.
- (4) These options were granted to the reporting person, without payment therefor, as compensation for serving as an executive officer of the issuer.
- (5) These options were previously reported as covering 25,000 shares at an exercise price of \$28.73 per share, but were adjusted to reflect the stock split on February 1, 2005.
- (6) These options vested in three installments as follows: 16,666 options vested on July 29, 2004, 16,666 options vested on July 29, 2005, and 16,668 options vested on July 29, 2006.

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.