

C H ROBINSON WORLDWIDE INC
 Form 4
 November 06, 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 *
EZRILOV ROBERT

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2006

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

8100 MITCHELL ROAD

(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

EDEN PRAIRIE, MN 55344

(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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 11/02/2006 | | J ⁽³⁾ | | 33,051 ⁽⁴⁾ | A | \$ 0 104,582 | D |
| Common Stock | 11/02/2006 | | J ⁽³⁾ | | 62,853 | D | \$ 0 0 | I |
| | | | | | | | By Trusts | |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Option (Right to Buy) | \$ 4.5 | | | | | 10/15/1997 10/14/2007 | Common Stock | 12,000 |
| Director Option (Right to Buy) | \$ 6.2969 | | | | | 02/15/1999 02/14/2009 | Common Stock | 12,000 |
| Director Option (Right to Buy) | \$ 10.1719 | | | | | 01/31/2000 01/30/2010 | Common Stock | 12,000 |
| 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) | (1) | | | | | (2) 12/31/2010(2) | Common Stock | 673 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EZRILOV ROBERT 8100 MITCHELL ROAD EDEN PRAIRIE, MN 55344 | | X | | |

Signatures

/s/ Robert
Ezrilov

11/06/2006

__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) 1-for-1
- (2) Vests over 5 years beginning 2006, based on financial performance of the Company.
- (3) Distribution to beneficiaries upon termination of Trust.
- (4) Shares previously reported as indirectly owned through Trust.

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.