

MAHLKE TOM
Form 4
December 07, 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 *
MAHLKE TOM

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)
8100 MITCHELL ROAD, #200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2006

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

EDEN PRAIRIE, MN 55344

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock					38,784		By Rabbi Trust
Common Stock	12/05/2006		M/K		5,700	\$ 6.2969	8,393 D
Common Stock	12/05/2006		F/K		834	\$ 42.99	7,559 D

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

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SEC 1474 (9-02)

number.

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Option (Right to Buy)	\$ 4.5					<u>(1)</u> 10/15/2007	Common Stock	1,280
Option (Right to Buy)	\$ 6.2969	12/05/2006		M/K	5,700	02/15/2001 ⁽¹⁾ 02/15/2009	Common Stock	5,700
Option (Right to Buy)	\$ 10.1725					<u>(1)</u> 01/31/2010	Common Stock	10,000
Option (Right to buy)	\$ 14					02/01/2003 ⁽²⁾ 02/01/2011	Common Stock	14,000
Option (Right to Buy)	\$ 14.625					<u>(3)</u> 02/15/2012	Common Stock	11,360
Option (Right to Buy)	\$ 14.625					<u>(4)</u> 02/15/2012	Common Stock	8,630
Option (Right to Buy)	\$ 14.82					<u>(5)</u> 02/07/2013	Common Stock	6,810
Option (Right to Buy)	\$ 14.82					<u>(6)</u> 02/07/2003	Common Stock	13,180
Option (Right to Buy)	\$ 20.645					11/10/2003 10/15/2007	Common Stock	156
Option (Right to Buy)	\$ 43.3					09/06/2006 10/15/2007	Common Stock	133

Option (Right to Buy)	\$ 42.99	12/05/2006	A/K	834	12/05/2006	02/15/2009	Common Stock	834
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAHLKE TOM 8100 MITCHELL ROAD, #200 EDEN PRAIRIE, MN 55344			Controller	

Signatures

/s/ Thomas K.
Mahlke

12/07/2006

__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) Currently 100% vested.
- (2) Vests in 25% annual cumulative increments on the anniversary of the date of grant beginning this date.
- (3) Vests as to 1,132 shares on 2/15/2004, 1,748 shares on 2/15/2005, 3,486 shares on 2/15/2006 and 5,000 shares on 2/15/2007.
- (4) Vests as to 3,868 shares on 2/15/2004, 3,252 shares on 2/15/2005 and 1,514 shares on 2/15/2006.
- (5) Vests as to 1,812 shares on 2/7/2007 and 5,000 shares on 2/7/2008.
- (6) Vests as to 5,000 shares on each of 2/7/2005 and 2/7/2006 and 3,188 shares on 2/7/2007.

Remarks:

All numbers of shares appearing in Table I, column 5, and Table II, columns 7 and 9, and the option exercise prices on Table I

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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