

SABER ROMMEL C
Form 4
March 14, 2012

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 *
SABER ROMMEL C

2. Issuer Name and Ticker or Trading Symbol
EXPEDITORS INTERNATIONAL OF WASHINGTON INC [EXPD]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1015 THIRD AVENUE, 12TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP-Near/Middle East

SEATTLE, WA 98104

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

(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 or Price | | |
| Common Stock | 03/12/2012 | | M | | 73,004 A \$ 14.29 | (1) | D |
| Common Stock | 03/12/2012 | | S | | 73,004 D \$ 43.7786 | (2) | D |
| Common Stock | 03/12/2012 | | M | | 5,464 A \$ 18.3 | | 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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 14.29 | 03/12/2012 | | M ⁽³⁾ | 73,004 | 05/08/2005 05/08/2012 | Common Stock 73,004 |
| Stock Options (Right to Buy) | \$ 18.3 | 03/12/2012 | | M ⁽⁴⁾ | 5,464 | 05/07/2006 05/07/2013 | Common Stock 5,464 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SABER ROMMEL C 1015 THIRD AVENUE, 12TH FLOOR SEATTLE, WA 98104 | | | Executive VP-Near/Middle East | |

Signatures

/s/ Stock Plan Administrator,
attorney-in-fact
Date: 03/14/2012

__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) Beginning balance of Common Stock beneficially owned includes 581.9367 shares purchased on July 29, 2011 under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan and 43.0160 shares acquired on June 15, 2011 and 53.8659 shares acquired on December 16, 2011 pursuant to the reinvestment of a dividend under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan.
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.72 to \$43.90, inclusive. The reporting person undertakes to provide to any security holder of Expeditors or to the SEC, upon request, full information

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regarding the number of shares sold at each separate price within the range stated.

- (3) Options exercised were due to expire May 8, 2012.
- (4) Options exercised were due to expire May 7, 2013.

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.