

SHORT BRIAN
Form 4
October 01, 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 *
SHORT BRIAN

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)
09/27/2012

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

14701 CHARLSON 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 55347

(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	(A) or (D)	Price
Common Stock	09/27/2012		M		10,000	A	\$ 14.82
							21,672
							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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Option (Right to Buy)	\$ 14.82	09/27/2012		M			10,000	<u>(1)</u>	02/06/2013	Common Stock	10,000
Phantom Stock (Restricted Stock Units)	<u>(2)</u>	09/28/2012		A		1,258	<u>(3)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock	1,258
Phantom Stock (Restricted Stock Units)	<u>(2)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock	66,000
Phantom Stock (Restricted Stock Units)	<u>(2)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock	44,000
Phantom Stock (Restricted Stock Units)	<u>(2)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock	98,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHORT BRIAN 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347		X		

Signatures

/s/ Troy Renner, Attorney-in-Fact for Brian P. Short 10/01/2012

__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) Fully vested.

(2) Each phantom share/restricted stock unit will be paid in one share of common stock.

Of the 1,258 restricted stock units, 853 were granted at no cost to the reporting person as an annual equity-based award provided to each non-employee director, and 405 were granted at a price of \$58.58 per unit in connection with the reporting person's election to defer receipt of his most recent quarterly cash retainer payment.

(3) Following the reporting person's termination of service as a director, vested restricted stock units become payable in shares of common stock according to the schedule previously chosen by the reporting person.

(4) Amount shown is the number of performance restricted stock units granted in 2008 that have been subject to a performance period extending from 1/1/2008 to 12/31/12. As of the date of this report, 530 of such performance units have vested, and the remaining 451 performance units are eligible to vest depending on the company's performance during the final year of the performance period.

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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