

ROSE PETER J  
Form 4  
December 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 \*  
ROSE PETER J

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)  
12/12/2012

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

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  | (D)  | Price                                      |
| Common Stock                    | 12/12/2012                           |  | M                              |   | 44,536  | A  | \$ 18.3                                    |
|                                 |                                      |  |                                |   |   |  | 1,122,027.5718 (1)                         |
| Common Stock                    | 12/12/2012                           |  | S                              |   | 44,536  | D  | \$ 38.22 (2)                               |
| Common Stock                    | 12/12/2012                           |  | M                              |   | 2,796   | A  | \$ 18.3                                    |
|                                 |                                      |  |                                |   |   |  | 6,385.3989 (3)                             |
| Common Stock                    | 12/12/2012                           |  | S                              |   | 2,796   | D  | \$ 38.2 (4)                                |
|                                 |                                      |  |                                |   |   |  | 3,589.3989                                 |
|                                 |                                      |  |                                |   |   |  | 81,218                                     |

Common  
Stock

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.**

SEC 1474  
(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   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Options (Right to Buy)               | \$ 18.3  | 12/12/2012                           |  | M <sup>(5)</sup>               | 44,536  | 05/07/2006   | 05/07/2013  | Common Stock | 44,536                     |
| Stock Options (Right to Buy)               | \$ 18.3  | 12/12/2012                           |  | M <sup>(6)</sup>               | 2,796   | 05/07/2006   | 05/07/2013  | Common Stock | 2,796                      |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| ROSE PETER J<br>1015 THIRD AVENUE, 12TH FLOOR<br>SEATTLE, WA 98104 | X             |           | Chairman and CEO |       |

## Signatures

Brittany Kelly, Stock Plan Administrator,  
attorney-in-fact

12/14/2012

\_\_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).

Balance of Common Stock beneficially owned includes 530.8981 shares purchased on July 31, 2012 under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan and 62.3356 shares acquired on June 18, 2012 pursuant to the reinvestment of a dividend under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan.

(1) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.21 to \$38.27, inclusive. The reporting person undertakes to provide to any security holder of Expeditors or to the SEC, upon request, full information regarding the number of shares sold at each separate price within the range stated.

Balance of Common Stock beneficially owned includes 116.0151 shares purchased on July 31, 2012 under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan and 15.1159 shares acquired on June 18, 2012 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 \$38.18 to \$38.23, inclusive. The reporting person undertakes to provide to any security holder of Expeditors or to the SEC, upon request, full information regarding the number of shares sold at each separate price within the range stated.

(3) Options exercised were due to expire May 7, 2013.

(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.

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