

SATTERLEE SCOTT
Form 4
July 28, 2009

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 *
SATTERLEE SCOTT

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)
07/24/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

EDEN PRAIRIE, MN 55344

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | | | | | 124,858 | I | By Rabbi Trust |
| Common Stock | 07/24/2009 | | M | 664 A \$ 14.625 | 18,331 | D | |
| Common Stock | 07/24/2009 | | S | 200 D \$ 53.63 | 18,131 | D | |
| Common Stock | 07/24/2009 | | S | 464 D \$ 53.6318 | 17,667 | D | |
| Common Stock | 07/24/2009 | | S | 4,718 D \$ 53.751 ⁽⁴⁾ | 12,949 | D | |

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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)

| 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. F. Derivative Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 14.625 | | | | | <u>(1)</u> | 02/15/2012 | Common Stock | 19,392 |
| Option (Right to Buy) | \$ 14.625 | 07/24/2009 | | M | 664 | <u>(2)</u> | 02/15/2012 | Common Stock | 664 |
| Option (Right to Buy) | \$ 14.82 | | | | | 02/07/2008 | 02/07/2013 | Common Stock | 6,746 |
| Option (Right to Buy) | \$ 14.82 | | | | | <u>(3)</u> | 02/07/2013 | Common Stock | 7,754 |
| Option (Right to Buy) | \$ 52.89 | | | | | 02/02/2007 | 01/31/2010 | Common Stock | 288 |
| Option (Right to Buy) | \$ 52.89 | | | | | 02/02/2007 | 01/31/2010 | Common Stock | 2,802 |
| Option (Right to Buy) | \$ 54.15 | | | | | 02/06/2008 | 01/31/2010 | Common Stock | 282 |
| Option (Right to Buy) | \$ 54.15 | | | | | 02/26/2008 | 02/01/2011 | Common Stock | 2,069 |
| | \$ 54.15 | | | | | 02/06/2008 | 02/07/2013 | | 2,813 |

Option
(Right to
Buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SATTERLEE SCOTT 8100 MITCHELL ROAD, #200 EDEN PRAIRIE, MN 55344 | | | Vice President | |

Signatures

/s/ Troy Renner, Attorney in Fact for Scott
Satterlee

07/28/2009

__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) Vests as to 3,408 shares on 2/15/2004, 4,226 shares on 2/15/2005, 4,922 shares on 2/15/2007 and 6,836 shares on 2/15/2007.

(2) Vests as to 4,092 shares on 2/15/2004, 3,274 shares on 2/15/2005, 2,578 shares on 2/15/2006 and 664 shares on 2/15/2007.

(3) Vests as to 7,500 shares on each of 2/7/2005, 2/7/2006 and 2/7/2007 and 754 shares on 2/7/2008.

The price reported is the weighted average sale price for the transactions reported. The prices received ranged from \$53.7504 to \$53.76.

(4) The reporting person will provide to the issuer, a security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each price within the range.

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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