

WICKHAM MICHAEL W

Form 4

October 02, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
WICKHAM MICHAEL W

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)

14701 CHARLSON ROAD

(Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/30/2008

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

EDEN PRAIRIE, MN 55347

(City) (State) (Zip)

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

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					2,298	D	
Common Stock					350	I	Spouse Trust

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

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 information contained in this form are not
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SEC 1474
 (9-02)

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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
Phantom Stock (Director Units)	(1)					(2) (2)	Common Stock 154
Phantom Stock (Director Units)	(1)					12/31/2006(3) 12/31/2010(3)	Common Stock 673
Phantom Stock (Director Units)	(1)					12/31/2007(3) 12/31/2011(3)	Common Stock 553
Phantom Stock (Director Units)	(1)					(2) (2)	Common Stock 149
Phantom Stock (Director Units)	(1)					(2) (2)	Common Stock 150
Phantom Stock (Director)	(1)					(2) (2)	Common Stock 149
Phantom Stock (Director Units)	(1)					(2) (2)	Common Stock 148
Phantom Stock (Director Units)	(1)	09/30/2008		A	981	12/31/2008(3) 12/31/2012(3)	Common Stock 981

Phantom
Stock
(Director
Units)

(1)

09/30/2008

A

159

(2)

(2)

Common
Stock

159

Reporting Owners

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

Signatures

s/Troy Renner, Attorney in fact for Michael W.
Wickham

10/01/2008

____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) 1-for-1
- (2) Issued as Director Compensation, upon board termination, the shares of phantom stock become payable in common stock in accordance with the election of the reporting person.
- (3) Vests annually each year end based on the financial performance of the Company, beginning and ending the dates shown.

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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