

C H ROBINSON WORLDWIDE INC
 Form 4
 February 06, 2007

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 *
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)
02/02/2007

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

EDEN PRAIRIE, MN 55344

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) | (A) or (D) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|---|
| Common Stock | | | | | | 86,568 | I | By Rabbi Trust |
| Common Stock | 02/02/2007 | | M/K | 1,500 | A | \$ 10.1725 10,361 | D | |
| Common Stock | 02/02/2007 | | F/K | 288 | D | \$ 52.89 10,073 | D | |
| Common Stock | 02/02/2007 | | M | 5,689 | A | \$ 42.95 15,762 | D | |
| Common Stock | 02/02/2007 | | M | 243 | A | \$ 41.81 16,005 | D | |

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| | | | | | | | | |
|--------------|------------|--|-----|--------|---|----------|--------|---|
| Common Stock | 02/02/2007 | | M/K | 10,000 | A | \$ 14.82 | 26,005 | D |
| Common Stock | 02/02/2007 | | F | 2,353 | D | \$ 52.89 | 23,652 | D |
| Common Stock | 02/02/2007 | | S | 700 | D | \$ 52.21 | 22,952 | D |
| Common Stock | 02/02/2007 | | S | 900 | D | \$ 52.2 | 22,052 | D |
| Common Stock | 02/02/2007 | | S | 200 | D | \$ 52.18 | 21,852 | D |
| Common Stock | 02/02/2007 | | S | 100 | D | \$ 52.17 | 21,752 | D |
| Common Stock | 02/02/2007 | | S | 600 | D | \$ 52.16 | 21,152 | D |
| Common Stock | 02/02/2007 | | S | 1,209 | D | \$ 52.15 | 19,943 | D |
| Common Stock | 02/02/2007 | | S | 1,815 | D | \$ 52.14 | 18,128 | D |
| Common Stock | 02/02/2007 | | S | 1,083 | D | \$ 52.14 | 17,045 | D |
| Common Stock | 02/02/2007 | | S | 931 | D | \$ 52.12 | 16,114 | D |
| Common Stock | 02/02/2007 | | S | 948 | D | \$ 52.11 | 15,166 | D |
| Common Stock | 02/02/2007 | | S | 1,446 | D | \$ 52.1 | 13,720 | D |
| Common Stock | 02/02/2007 | | S | 400 | D | \$ 52.07 | 13,320 | D |
| Common Stock | 02/02/2007 | | F/K | 2,802 | D | \$ 52.89 | 10,518 | 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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | | | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Am or Nu of S |
|-----------------------|------------|------------|---|-----------|------------------|-----------------|--------------|---------------|
| | | | Code | V (A) (D) | | | | |
| Option (Right to Buy) | \$ 10.1725 | 02/02/2007 | M/K | 1,500 | (2) | 01/31/2010 | Common Stock | 3, |
| Option (Right to Buy) | \$ 14 | | | | 02/01/2003(3) | 02/01/2011 | Common Stock | 8, |
| Option (Right to Buy) | \$ 14.625 | | | | (4) | 02/15/2012 | Common Stock | 19 |
| Option (Right to Buy) | \$ 14.625 | | | | (5) | 02/15/2012 | Common Stock | 10 |
| Option (Right to Buy) | \$ 14.82 | | | | 02/07/2008 | 02/07/2013 | Common Stock | 6, |
| Option (Right to Buy) | \$ 14.82 | 02/02/2007 | M/K | 10,000 | (6) | 02/07/2013 | Common Stock | 23 |
| Option (Right to Buy) | \$ 42.95 | 02/02/2007 | M | 5,689 | 02/17/2006 | 02/15/2012 | Common Stock | 5, |
| Option (Right to Buy) | \$ 41.81 | 02/02/2007 | M | 243 | 11/08/2006 | 01/31/2010 | Common Stock | 2 |
| Option (Right to Buy) | \$ 52.89 | 02/02/2007 | A/K | 288 | 02/02/2007 | 01/31/2010 | Common Stock | 2 |
| Option (Right to Buy) | \$ 52.89 | 02/02/2007 | A/K | 5,155 | 02/02/2007 | 01/31/2010 | Common Stock | 2, |

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/ Scott
Satterlee

02/06/2007

__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).
- (2) Currently 100% vested.
- (3) Vests in 25% annual cumulative increments on the anniversary of the date of grant beginning this date.
- (4) 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.
- (5) 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.
- (6) 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.

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.