

LEMKE JAMES
Form 4
December 09, 2005

FORM 4

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

OMB APPROVAL

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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 *
LEMKE JAMES

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)
12/07/2005

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

EDEN PRAIRIE, MN 55344

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 12/07/2005 | | A | (A) or (D) Amount 35,000 (1) | \$ 0 | I | By Rabbi Trust |
| Common Stock | | | | | 145,610 (2) (9) | 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)

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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) | 8. Price of Derivative Security (Instr. 3) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 6.2969 | | | | | (3) | | 02/15/2009 | | Common Stock | 9,250 |
| Option (Right to Buy) | \$ 10.725 | | | | | (3) | | 01/31/2010 | | Common Stock | 20,000 |
| Option (Right to Buy) | \$ 14 | | | | | (4) | | 02/01/2011 | | Common Stock | 7,868 |
| Option (Right to Buy) | \$ 14 | | | | | (3) | | 02/01/2011 | | Common Stock | 132 |
| Option (Right to Buy) | \$ 14.625 | | | | | (5) | | 02/15/2012 | | Common Stock | 6,444 |
| Option (Right to Buy) | \$ 14.625 | | | | | (6) | | 02/15/2012 | | Common Stock | 3,556 |
| Option (Right to Buy) | \$ 14.82 | | | | | (7) | | 02/07/2013 | | Common Stock | 13,416 |
| Option (Right to Buy) | \$ 14.82 | | | | | (8) | | 02/07/2013 | | Common Stock | 16,584 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEMKE JAMES
8100 MITCHELL ROAD, #200
EDEN PRAIRIE, MN 55344

Vice
President

Signatures

/s/ James P.
Lemke

12/09/2005

**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) The shares granted are available to vest over five years beginning in 2006, based on the financial performance of the Company.
- (2) Includes shares held in the employee stock purchase plan as of a statement dated 12/1/2005.
- (3) Currently 100% vested.
- (4) Vests as to 1,934 shares on each of 2/1/2003 and 2/1/2004 and 2,000 shares on each of 2/1/2005 and 2/1/2006.
- (5) Vests as to 1,444 shares on 2/15/2005 and 2,500 shares on each of 2/15/2006 and 2/15/2007.
- (6) Vests as to 2,500 shares on 2/15/2004 and 1,056 shares on 2/15/2005.
- (7) Vests as to 2,390 shares on 2/7/2006, 4,280 shares on 2/7/2007 and 6,746 shares on 2/7/2008.
- (8) Vests as to 7,500 shares on 2/7/2005, 5,110 shares on 2/7/2006, 3,220 shares on 2/7/2007 and 754 shares on 2/7/2008.
- (9) Since the date of the reporting person's last ownership report, he has transferred 5,697 shares (pre-split) of common stock to his ex-wife pursuant to a domestic relations order.

Remarks:

All numbers of shares appearing in Table I, column 5, and Table II, columns 7 and 9, and the option exercise prices on Table I

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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