

BUTTS JAMES
Form 4
November 23, 2005

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 *
BUTTS 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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2005

____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 30,000 ⁽¹⁾ | I | By Rabbi Trust |
| Common Stock | 11/22/2005 | | M/K | 12,000 A | \$ 4.5 744,640 ⁽²⁾ | D | |
| Common Stock | 11/22/2005 | | F | 1,309 D | \$ 41.25 755,331 | D | |

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

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number.

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|-----------------------|---|----------------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | | |
| Stock Option (Right to Buy) | \$ 4.5 | 11/22/2005 | | M/K | | 12,000 | (3) | 10/15/2007 | Common Stock | 12,000 |
| Stock Option (Right to Buy) | \$ 41.25 | 11/22/2005 | | A | 1,309 | | | 11/23/2005 10/15/2007 | Common Stock | 1,309 |
| Stock Option (Right to Buy) | \$ 6.296 | | | | | | (3) | 02/15/2009 | Common Stock | 12,000 |
| Stock Option (Right to Buy) | \$ 10.173 | | | | | | (4) | 01/31/2010 | Common Stock | 20,000 |
| Stock Option (Right to Buy) | \$ 14 | | | | | | (5) | 02/01/2011 | Common Stock | 8,000 |
| Stock Option (Right to Buy) | \$ 14.625 | | | | | | (6) | 02/15/2012 | Common Stock | 30,000 |
| Stock Option (Right to Buy) | \$ 14.82 | | | | | | (7) | 02/07/2013 | Common Stock | 30,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

BUTTS JAMES
8100 MITCHELL ROAD
EDEN PRAIRIE, MN 55344

Vice President

Signatures

/s/ James E.
Butts

11/23/2005

**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, based on the financial performance of the Company.
- (2) Includes shares held in the employee stock purchase plan as of a statement dated 9/30/2005.
- (3) 100% exercisable.
- (4) Vests 25% annually on the anniversary of the date of grant beginning 1/31/02.
- (5) Vests 25% annually on the anniversary of the date of grant beginning 2/1/03.
- (6) Vests 25% annually on the anniversary of the date of grant beginning 2/15/04.
- (7) Vests 25% annually on the anniversary of the date of grant beginning 2/7/05.

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 II

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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