

WICKHAM MICHAEL W
Form 4
August 07, 2012

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 *
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)
08/06/2012

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|----------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 08/06/2012 | | S | 2,354 | D | \$ 53.8184 (1) | 0 | I | Family Limited Partnership |
| Common Stock | | | | | | | 294 | 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. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock (Restricted Stock Units) | (2) | | | | | (3) | (3) | Common Stock | 8,419 |
| Phantom Stock (Restricted Stock Units) | (2) | | | | | (3) | (3) | Common Stock | 666 |
| Phantom Stock (Restricted Stock Units) | (2) | | | | | (3) | (3) | Common Stock | 448 |
| Phantom Stock (Restricted Stock Units) | (2) | | | | | (3) | (3) | Common Stock | 981 |

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 R. Renner, Attorney-in-Fact for Michael W.
Wickham

08/07/2012

__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).
Reflects the weighted average price of 2,354 shares of common stock of C. H. Robinson Worldwide, Inc. sold by the reporting person in multiple transactions on August 6, 2012 with sale prices ranging from \$53.81 to \$53.83 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (1) Each phantom share/restricted stock unit will be paid in one share of common stock.
- (2) Following the reporting person's termination of service as a director, vested restricted stock units become payable in shares of common stock according to the schedule previously chosen by the reporting person.
- (3) Amount shown is the number of vested restricted stock units that resulted from a 2006 award of 673 performance units that were subject to a performance period extending from 1/1/2006 to 12/31/2010.
- (4) Amount shown is the number of vested restricted stock units that resulted from a 2007 award of 553 performance units that were subject to a performance period extending from 1/1/2007 to 12/31/2011.
- (5) Amount shown is the number of performance restricted stock units granted in 2008 that have been subject to a performance period extending from 1/1/2008 to 12/31/12. As of the date of this report, 530 of such performance units have vested, and the remaining 451 performance units are eligible to vest depending on the company's performance during the final year of the performance period.

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.