

LARSEN JAMES
Form 4
December 09, 2005

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LARSEN 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
__X__ Officer (give title ____ Other (specify
below) below)
Vice President

EDEN PRAIRIE, MN 55344

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					3,846 ⁽¹⁾	D	
Common Stock	12/07/2005		A		30,000	D	\$ 0
Common Stock					1,112	I	

By Rabbi
Trust

By Spouse

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

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 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. De Se (In
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 6.2969					02/15/2001 ⁽²⁾ 02/15/2009	Common Stock	15,000
Option (Right to Buy)	\$ 10.1725					01/31/2000 ⁽²⁾ 01/31/2010	Common Stock	32,000
Option (Right to Buy)	\$ 14					02/01/2003 ⁽³⁾ 02/01/2011	Common Stock	32,000
Option (Right to Buy)	\$ 14.625					02/15/2004 ⁽³⁾ 02/15/2012	Common Stock	10,000
Option (Right to Buy)	\$ 14.82					02/07/2005 ⁽³⁾ 02/07/2013	Common Stock	10,000
Option (Right to Buy)	\$ 16.9					03/19/2003 ⁽²⁾ 02/15/2009	Common Stock	744
Option (Right to Buy)	\$ 20.87					04/27/2004 ⁽²⁾ 02/15/2009	Common Stock	602

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LARSEN JAMES 8100 MITCHELL ROAD, #200			Vice President	

EDEN PRAIRIE, MN 55344

Signatures

/s/ James V.

12/09/2005

Larsen

__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) Includes shares held in the employee stock purchase plan as of 12/1/2005.
- (2) 100% exercisable.
- (3) Vests 25% annually beginning this date.

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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