Gokey Timothy C Form 4 October 02, 2018

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

2. Issuer Name and Ticker or Trading

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Gokey Timothy C

C H ROBINSON WORLDWIDE INC [CHRW]

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

09/28/2018

Symbol

(Street)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

X Form filed by One Reporting Person Form filed by More than One Reporting Person

5. Amount of

Securities

Owned

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

_X__ Director

Applicable Line)

Officer (give title

EDEN PRAIRE, MN 55347

14701 CHARLSON ROAD

(City)

(State) (Zip)

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

4. Securities

Following Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price 4. **Expiration Date** Derivative **Underlying Securities** Conversion (Month/Day/Year) Execution Date, if Transactionof Deriva Derivative (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Secur any

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(I)

(Instr. 4)

(D) or Indirect Beneficial

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

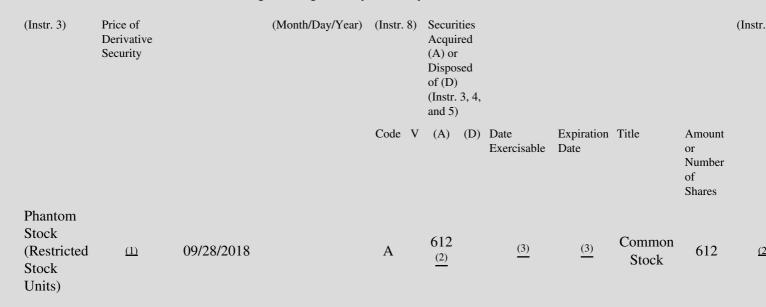
(Instr. 4)

Indirect

Estimated average

burden hours per

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gokey Timothy C 14701 CHARLSON ROAD EDEN PRAIRE, MN 55347	X			

Signatures

/s/ Jessica Homes, Attorney-in-Fact for Timothy C. 10/02/2018 Gokey Date

**Signature of Reporting Person

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) Each phantom share/restricted stock unit will be paid in one share of common stock.
- Of the 612 restricted stock units, 344 were granted at no cost to the reporting person as a quarterly installment of the annual equity-based award provided to each non-employee director, and 268 were granted at a price of \$97.92 per unit in connection with the reporting person's election to defer receipt of his most recent quarterly cash retainer payment.
- The restricted stock units are immediately vested, and following the reporting person's termination of service as a director, become payable in shares of common stock according to the schedule previously chosen by the reporting person.

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.

Reporting Owners 2