

EXPEDITORS INTERNATIONAL OF WASHINGTON INC  
 Form 4  
 May 25, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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

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 \*  
 ESPOSITO ROSANNE

2. Issuer Name and Ticker or Trading Symbol  
 EXPEDITORS INTERNATIONAL OF WASHINGTON INC [EXPD]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
X Officer (give title below) \_\_\_ Other (specify below)  
 Executive VP-Global Customs

(Last) (First) (Middle)  
 1015 THIRD AVENUE, 12TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/23/2006

SEATTLE, WA 98104

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 05/23/2006                           |  | M                              | V Amount (A) or (D) Price \$ 2,600 A 10.97                        | 10,872.703 (1)  | D  |   |
| Common Stock                    | 05/23/2006                           |  | M                              | V Amount (A) or (D) Price \$ 9,042 A 16.04                        | 19,914.703 (1)  | D  |   |
| Common Stock                    | 05/23/2006                           |  | M                              | V Amount (A) or (D) Price \$ 2,658 A 18.95                        | 22,572.703 (1)  | D  |   |
| Common Stock                    | 05/23/2006                           |  | S                              | V Amount (A) or (D) Price \$ 14,300 D 96.86                       | 8,272.703 (1)   | D  |   |
| Common Stock                    |                                      |  |                                |   | 100   | I  | By Son #1   |

|              |     |   |           |
|--------------|-----|---|-----------|
| Common Stock | 100 | I | By Son #2 |
| Common Stock | 100 | I | By Son #3 |

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 number.** SEC 1474 (9-02)

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy)               | \$ 10.97   | 05/23/2006                           |  | M                              | 2,600   | 05/07/2001 05/07/2008                                    | Common Stock  | 2,600                         |
| Stock Options (Right to buy)               | \$ 16.04   | 05/23/2006                           |  | M                              | 9,042   | 05/05/2002 05/05/2009                                    | Common Stock  | 9,042                         |
| Stock Options (Right to buy)               | \$ 18.95   | 05/23/2006                           |  | M                              | 2,658   | 05/03/2003 05/03/2010                                    | Common Stock  | 2,658                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| ESPOSITO ROSANNE<br>1015 THIRD AVENUE, 12TH FLOOR<br>SEATTLE, WA 98104 |               |           | Executive VP-Global Customs |       |

## Signatures

Rosanne  
Esposito

05/25/2006

\_\_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).
- (2) Employee Stock Options granted at no cost pursuant to Expeditors International of Washington, Inc.'s 1997 Employee Stock Option Plan.
- (1) Includes 4,713 shares acquired on December 15, 2005 pursuant to the reinvestment of a dividend under Expeditors 2002 Employee Stock Purchase Plan.

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.