

C H ROBINSON WORLDWIDE INC
 Form 4
 November 15, 2013

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 *
LEMKE 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)
14701 CHARLSON ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

EDEN PRAIRIE, MN 55347

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

(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 | (D) | Price |
| Common Stock | 11/13/2013 | | S | | 12,333 | D | \$ 59.6678 ⁽¹⁾ 230,923 |
| Common Stock | 11/13/2013 | | S | | 12,333 | D | \$ 59.1187 ⁽²⁾ 218,590 |
| Common Stock | 11/14/2013 | | S | | 12,334 | D | \$ 60.0342 ⁽³⁾ 206,256 ⁽⁴⁾ |

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

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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) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEMKE JAMES 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347 | | | Senior Vice President | |

Signatures

/s/ Troy Renner,
Attorney-in-fact
Date: 11/15/2013

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) Reflects the weighted average price of 12,333 shares of common stock of C. H. Robinson Worldwide, Inc. sold by the reporting person in multiple transactions on 11/13/2013 with sale prices ranging from \$59.50 to \$59.88 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.
 - (2) Reflects the weighted average price of 12,333 shares of common stock of C. H. Robinson Worldwide, Inc. sold by the reporting person in multiple transactions on 11/13/2013 with sale prices ranging from \$59.00 to \$59.38 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.
 - (3) Reflects the weighted average price of 12,334 shares of common stock of C. H. Robinson Worldwide, Inc. sold by the reporting person in multiple transactions on 11/14/2013 with sale prices ranging from \$60.00 to \$60.09 per share. The reporting person undertakes to provide

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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.

- (4) Included in this amount are 68,784 shares of Issuer common stock issuable in settlement of an equal number of vested performance restricted stock units credited to the reporting person's account under the Issuer's NQDC Plan.

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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