

VERDOORN D R
Form 4
October 22, 2004

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 *
VERDOORN D R

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

(Last) (First) (Middle)
8100 MITCHELL ROAD, SUITE 200

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2004

EDEN PRAIRIE, MN 55344

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	(A) or (D)	Price
Common Stock					1,000,956	I	By Spouse
Common Stock					240,000	I	By Trusts
Common Stock	10/22/2004		S ⁽³⁾		400	D	\$ 52.55 3,056,187
Common Stock	10/22/2004		S ⁽³⁾		32	D	\$ 52.54 3,056,155
Common Stock	10/22/2004		S ⁽³⁾		2,497	D	\$ 52.52 3,053,658

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Common Stock	10/22/2004	S ⁽³⁾	3,574	D	\$ 52.5	3,050,084	D
Common Stock	10/22/2004	S ⁽³⁾	1,849	D	\$ 52.3	3,048,235	D
Common Stock	10/22/2004	S ⁽³⁾	10,000	D	\$ 52.25	3,038,235	D
Common Stock	10/22/2004	S ⁽³⁾	4,151	D	\$ 52	3,034,084	D

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. Amount or Number of Shares
Option (Right to Buy)	\$ 12.59					02/15/2001 ⁽¹⁾ 02/15/2009	Common Stock	30,000
Option (Right to Buy)	\$ 20.34					01/31/2002 ⁽¹⁾ 01/31/2010	Common Stock	544
Option (Right to Buy)	\$ 28					02/01/2003 ⁽¹⁾ 02/01/2011	Common Stock	30,000
Option (Right to Buy)	\$ 41.13					05/27/2004 ⁽²⁾ 10/15/2007	Common Stock	5,736
Option (Right to Buy)	\$ 41.13					05/27/2004 ⁽²⁾ 02/15/2009	Common Stock	5,286

Option
(Right to Buy) \$ 41.13

05/27/2004⁽²⁾ 01/31/2010 Common Stock 269

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERDOORN D R 8100 MITCHELL ROAD, SUITE 200 EDEN PRAIRIE, MN 55344	X			Chairman of the Board

Signatures

/s/ D.R.
Verdoorn 10/22/2004

__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) Vests in cumulative annual installments of 25% on the anniversary of the date of grant beginning this date.
- (2) Vests 100% on date of grant.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 9, 2004.

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.