

C H ROBINSON WORLDWIDE INC
 Form 4
 February 27, 2006

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 *
BUTTS 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2006

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

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | | | | | 75,000 | I | By Rabbi Trust |
| Common Stock | 02/23/2006 | | M | 1,309 A \$ 41.25 | 756,751 ⁽¹⁾ | D | |
| Common Stock | 02/23/2006 | | S | 1,309 D \$ 43.97 | 755,442 | D | |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 41.25 | 02/23/2006 | | M | 1,309 | 11/23/2005 10/15/2007 | Common Stock | 1,309 |
| Stock Option (Right to Buy) | \$ 6.296 | | | | | ⁽²⁾ 02/15/2009 | Common Stock | 12,000 |
| Stock Option (Right to Buy) | \$ 10.173 | | | | | ⁽³⁾ 01/31/2010 | Common Stock | 20,000 |
| Stock Option (Right to Buy) | \$ 14 | | | | | ⁽⁴⁾ 02/01/2011 | Common Stock | 8,000 |
| Stock Option (Right to Buy) | \$ 14.625 | | | | | ⁽⁵⁾ 02/15/2012 | Common Stock | 30,000 |
| Stock Option (Right to Buy) | \$ 14.82 | | | | | ⁽⁶⁾ 02/07/2013 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | Vice President | |

BUTTS JAMES
8100 MITCHELL ROAD
EDEN PRAIRIE, MN 55344

Signatures

/s/ James E.
Butts

02/23/2006

**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).
- (1) Includes shares held in the employee stock purchase plan as of a statement dated December 31, 2005.
 - (2) 100% exercisable.
 - (3) Vests 25% annually on the anniversary of the date of grant beginning 1/31/02.
 - (4) Vests 25% annually on the anniversary of the date of grant beginning 2/1/03.
 - (5) Vests 25% annually on the anniversary of the date of grant beginning 2/15/04.
 - (6) Vests 25% annually on the anniversary of the date of grant beginning 2/7/05.

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.