

MAHLKE TOM
Form 4
February 06, 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 *
MAHLKE TOM

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)
02/04/2013

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

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 (A) or (D) Price		
Common Stock	02/04/2013		F		6,832 (1) \$ 66.15	D	
Common Stock	02/04/2013		S(2)		4,800 (3) \$ 66.1665	D	
Common Stock	02/04/2013		S(2)		6,188 (4) \$ 66.667	D	
Common Stock	02/06/2013		A		11,797 (5) \$ 0	D	
Common Stock					279	I	By 401(k) Plan

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

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(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
Option (Right to Buy)	\$ 68.81	02/06/2013		A	3,422	02/06/2013 12/07/2021	Common Stock	3,422

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAHLKE TOM 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347			Vice President and CIO	

Signatures

/s/ Troy Renner,
Attorney-in-Fact 02/06/2013

__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) Number of shares withheld to cover withholding taxes associated with the issuance of 17,820 shares of Issuer common stock in settlement of an equal number of vested performance restricted stock units previously credited to the reporting person's account in the Issuer's Non-qualified Deferred Compensation ("NQDC") Plan. The units had previously been reported in Table I.
 - (2) Transaction effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 27, 2012.
 - (3) Reflects the weighted average price of 4,800 shares of common stock of C. H. Robinson Worldwide, Inc. sold by the reporting person in multiple transactions on February 4, 2013 with sale prices ranging from \$65.51 to \$66.50 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

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regarding the number of shares sold at each separate price.

- (4) Reflects the weighted average price of 6,188 shares of common stock of the Issuer sold by the reporting person in multiple transactions on February 4, 2013 with sale prices ranging from \$66.51 to \$66.87 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.

- (5) Number of performance restricted stock units that vested on 2/6/13 upon certification by the Issuer's compensation committee. Such vested units have been credited to the reporting person's account in the Issuer's NQDC Plan and will be settled in an equal number of shares of Issuer common stock at specified future dates.

- (6) Included in this amount are 54,171 shares of common stock issuable in settlement of an equal number of vested performance restricted stock units credited to the reporting person's account under the registrant's Nonqualified Deferred Compensation Plan, 565 shares held directly by the reporting person and 2,574 shares held under the registrant's employee stock purchase plan. The vested performance restricted stock units result from awards under the registrant's equity compensation plan during the years 2003-2012, with 29,024 units eligible to vest over performance periods ending December 31, 2013-2017.

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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