

C H ROBINSON WORLDWIDE INC
 Form 4
 February 04, 2016

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 *
WIEHOFF JOHN

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)
12/02/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

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	02/02/2016		A	30,853 (1) A \$ 63.58	835,112	D	
Common Stock	02/03/2016		F	29,846 D \$ 64.77	805,266 (2)	D	
Common Stock					56,000	I	By Spouse
Common Stock					0	I	By Child (3)

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

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).
 - Represents performance-based restricted stock units that vested on February 2, 2016 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 at specified future dates.
 - (1) Included in this amount are 643,191 shares of Issuer common stock issuable in settlement of an equal number of deferred shares and vested performance restricted stock units credited to the reporting person's NQDC Plan account, and 162,075 shares held directly by the reporting person.
 - (2) The reporting person no longer has a reportable beneficial interest in 908 shares of Issuer owned by his child and included in the reporting person's prior ownership reports.
 - (3) Time-based stock option granted December 2, 2015 vests as to 20% of the shares subject to the option on December 31, in each year from 2016-2020.
 - (4) Performance-based stock option granted 12/7/11 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
 - (5) Performance-based stock option granted 12/5/12 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
 - (6) Performance-based stock option granted 12/4/13 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
 - (7) Performance-based stock option granted 12/3/14 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
 - (8)

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.