

BARBER TIMOTHY C

Form 4

November 08, 2010

**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 \*  
BARBER TIMOTHY C

2. Issuer Name and Ticker or Trading Symbol  
EXPEDITORS INTERNATIONAL OF WASHINGTON INC [EXPD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1015 THIRD AVENUE, 12TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
11/05/2010

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
President, Sales & Marketing

(Street)  
SEATTLE, WA 98104

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)
				(A) or (D)	Price		
Common Stock	11/05/2010		M	60,000	A \$ 12.43	342,816.3196	D <sup>(1)</sup>
Common Stock	11/05/2010		M	80,000	A \$ 14.29	422,816.3196	D
Common Stock	11/05/2010		M	50,000	A \$ 18.3	472,816.3196	D
Common Stock	11/05/2010		M	20,000	A \$ 24.45	492,816.3196	D
Common Stock	11/05/2010		M	2,500	A \$ 42.9	495,316.3196	D

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Common Stock	11/05/2010	S	212,500	D	\$ 51,9442	282,816.3196	D
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(2)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 12.43	11/05/2010		M	60,000	05/09/2004 05/09/2011	Common Stock 60,000
Stock Options (Right to Buy)	\$ 14.29	11/05/2010		M	80,000	05/08/2005 05/08/2012	Common Stock 80,000
Stock Options (Right to Buy)	\$ 18.3	11/05/2010		M	50,000	05/07/2006 05/07/2013	Common Stock 50,000
Stock Options (Right to Buy)	\$ 24.45	11/05/2010		M	20,000	05/04/2008 05/04/2015	Common Stock 20,000
Stock Options (Right to Buy)	\$ 42.9	11/05/2010		M	2,500	05/02/2010 05/02/2017	Common Stock 2,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARBER TIMOTHY C 1015 THIRD AVENUE, 12TH FLOOR SEATTLE, WA 98104			President, Sales & Marketing	

## Signatures

/s/ Timothy C.                      11/08/2010  
Barber

\_\_Signature of                      Date  
Reporting Person

## 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).  
Balance of Common Stock beneficially owned includes 717,978,173 shares purchased on July 30, 2010 under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan and 14.90 shares acquired on June 15, 2010 pursuant to the reinvestment of a dividend under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan.  
The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.622 to \$52.28, inclusive. The reporting person undertakes to provide to any security holder of Expeditors or to the SEC, upon request, full information regarding the number of shares sold at each separate price within the range stated.

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.