

GATES R JORDAN
Form 4
March 08, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
GATES R JORDAN

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
President and COO

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			
				Code	V	Amount		
Common Stock	03/07/2012		M		80,000	A	\$ 14.29 <u>(1)</u>	D
Common Stock	03/07/2012		S		73,004	D	\$ 43.4704 <u>(2)</u>	D
Common Stock	03/07/2012		M		5,464	A	\$ 18.3	D
Common Stock	03/07/2012		M		8,178	A	\$ 24.45	D

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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)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 14.29	03/07/2012		M ⁽³⁾	80,000	05/08/2005 05/08/2012	Common Stock	80,000
Stock Options (Right to Buy)	\$ 18.3	03/07/2012		M ⁽⁴⁾	5,464	05/07/2006 05/07/2013	Common Stock	5,464
Stock Options (Right to Buy)	\$ 24.45	03/07/2012		M ⁽⁵⁾	8,178	05/04/2008 05/04/2015	Common Stock	8,178

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GATES R JORDAN 1015 THIRD AVENUE, 12TH FLOOR SEATTLE, WA 98104	X		President and COO	

Signatures

/s/ Stock Plan Administrator,
attorney-in-fact

03/08/2012

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).

Beginning balance of Common Stock beneficially owned includes 581.9367 shares purchased on July 29, 2011 under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan and 29.0246 shares acquired on December 15, 2010, 43.4599 shares acquired on June 15, 2011 and 54.3845 shares acquired on December 16, 2011 pursuant to the reinvestment of a dividend under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan.

(1) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.40 to \$43.55, 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.

(2) Options exercised were due to expire May 8, 2012.

(3) Options exercised were due to expire May 7, 2013.

(4) Options exercised were due to expire May 4, 2015.

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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