

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

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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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