

C H ROBINSON WORLDWIDE INC
 Form 4
 May 25, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
MANNING TIMOTHY P

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)
8100 MITCHELL ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2005

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

EDEN PRAIRIE, MN 55344

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) Code V Amount Price			
Common Stock	05/24/2005		M	V 2,750 D \$ 9	50,243	D	
Common Stock	05/24/2005		S	932 D \$ 59.25	49,311	D	
Common Stock	05/24/2005		S	1,798 D \$ 59.26	47,513	D	
Common Stock	05/24/2005		S	20 D \$ 59.28	47,721 ⁽¹⁾	D	
Common Stock					2,528	I	By Spouse

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Common Stock 15,523 I By Rabbi Trust

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

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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 Option (Right to Buy)	\$ 9	05/24/2005		M	2,750	(2) 10/17/2007	Common Stock 2,750
Stock Option (Right to Buy)	\$ 12.5938					(2) 02/15/2009	Common Stock 9,500
Stock Option (Right to Buy)	\$ 20.345					(2) 01/31/2011	Common Stock 12,556
Stock Option (Right to Buy)	\$ 28					02/01/2003(3) 02/01/2011	Common Stock 12,000
Stock Option (Right to Buy)	\$ 29.25					02/15/2004(3) 02/15/2012	Common Stock 15,000
Stock Option (Right to Buy)	\$ 52.4					(2) 10/17/2007	Common Stock 42

Stock Option (Right to Buy)	\$ 29.64	02/07/2005 ⁽³⁾	02/17/2013	Common Stock	15,000
Stock Option (Right to Buy)	\$ 36.3	<u>(2)</u>	01/31/2010	Common Stock	809
Stock Option (Right to Buy)	\$ 26.3	<u>(2)</u>	02/01/2011	Common Stock	3,085

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANNING TIMOTHY P 8100 MITCHELL ROAD EDEN PRAIRIE, MN 55344			Vice President	

Signatures

/s/ Timothy P.
Manning

05/25/2005

**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) Includes shares held in the employee stock purchase plan as of a statement dated 3/31/2005.
- (2) 100% Vested.
- (3) Vests in 25% annual cumulative increments on the anniversary of the date of grant beginning this date.

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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