

ROSE PETER J
Form 4
August 09, 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 *
ROSE PETER J

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)
08/09/2010

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 08/09/2010 | | M | | 23,956 | A | \$ 12.43 |
| | | | | | | | 1,115,313.3653 |
| Common Stock | 08/09/2010 | | S ⁽²⁾ | | 23,956 | D | \$ 44.032 |
| | | | | | | | 1,091,357.3653 |
| Common Stock | 08/09/2010 | | M | | 44 | A | \$ 14.29 |
| | | | | | | | 1,091,401.3653 |
| Common Stock | 08/09/2010 | | S ⁽²⁾ | | 44 | D | \$ 44.04 |
| | | | | | | | 1,091,357.3653 |
| | | | | | | | 15,503.7301 |
| | | | | | | | I ⁽⁴⁾ |

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Common
Stock

By
Spouse

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 | 08/09/2010 | | M | 23,956 | 05/09/2004 | 05/09/2011 | Common Stock | 23,956 |
| Stock Options (Right to Buy) | \$ 14.29 | 08/09/2010 | | M | 44 | 05/08/2005 | 05/08/2012 | Common Stock | 44 |
| Stock Options (Right to Buy) | \$ 12.43 | | | | | 05/09/2004 | 05/09/2011 | Common Stock | 10,000 |
| Stock Options (Right to Buy) | \$ 14.29 | | | | | 05/08/2005 | 05/08/2012 | Common Stock | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSE PETER J 1015 THIRD AVENUE, 12TH FLOOR SEATTLE, WA 98104 | X | | Chairman and CEO | |

Signatures

/s/ Peter J. Rose

08/09/2010

**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) Beginning balance of Common Stock beneficially owned Directly includes 736.8111 shares purchased on July 30, 2010 under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan.
- (2) Shares were sold pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 24, 2010.
The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.82 to \$44.20, 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.
- (4) Balance of Common Stock beneficially owned Indirectly includes 160.0312 shares purchased on July 30, 2010 under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan.

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.