

C H ROBINSON WORLDWIDE INC
 Form 4
 May 14, 2008

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 *
 SCHWALBACH GERALD A

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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/13/2008

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

14701 CHARLSON ROAD

(Street)

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

EDEN PRAIRIE, MN 55347

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/13/2008 | | S | | 1,300 | D | \$ 64.41 79,962 D |
| Common Stock | 05/13/2008 | | S | | 1,200 | D | \$ 64.42 78,762 D |
| Common Stock | 05/13/2008 | | S | | 200 | D | \$ 64.43 78,562 D |
| Common Stock | 05/13/2008 | | S | | 2,405 | D | \$ 64.44 76,157 D |
| Common Stock | 05/13/2008 | | S | | 795 | D | \$ 64.45 75,362 D |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------|--------|---|
| Common Stock | 05/13/2008 | S | 2,400 | D | \$ 64.46 | 72,962 | D |
| Common Stock | 05/13/2008 | S | 1,100 | D | \$ 64.47 | 71,862 | D |
| Common Stock | 05/13/2008 | S | 2,300 | D | \$ 64.48 | 69,562 | D |
| Common Stock | 05/13/2008 | S | 1,800 | D | \$ 64.49 | 67,762 | D |
| Common Stock | 05/13/2008 | S | 900 | D | \$ 64.5 | 66,862 | D |
| Common Stock | 05/13/2008 | S | 1,000 | D | \$ 64.51 | 65,862 | D |
| Common Stock | 05/13/2008 | S | 1,900 | D | \$ 64.52 | 63,962 | D |
| Common Stock | 05/13/2008 | S | 1,400 | D | \$ 64.53 | 62,562 | D |
| Common Stock | 05/13/2008 | S | 5,292 | D | \$ 64.54 | 57,270 | D |
| Common Stock | 05/13/2008 | S | 800 | D | \$ 64.545 | 56,470 | D |
| Common Stock | 05/13/2008 | S | 10,008 | D | \$ 64.55 | 46,462 | D |
| Common Stock | 05/13/2008 | S | 3,000 | D | \$ 64.56 | 43,462 | D |
| Common Stock | 05/13/2008 | S | 500 | D | \$ 64.57 | 42,962 | D |
| Common Stock | 05/13/2008 | S | 2,400 | D | \$ 64.58 | 40,562 | D |
| Common Stock | 05/13/2008 | S | 400 | D | \$ 64.59 | 40,162 | D |
| Common Stock | 05/13/2008 | S | 3,600 | D | \$ 64.6 | 36,562 | D |
| Common Stock | 05/13/2008 | S | 1,100 | D | \$ 64.61 | 35,462 | D |
| Common Stock | 05/13/2008 | S | 500 | D | \$ 64.62 | 34,962 | D |
| Common Stock | 05/13/2008 | S | 1,900 | D | \$ 64.63 | 33,062 | D |
| Common Stock | 05/13/2008 | S | 1,200 | D | \$ 64.64 | 31,862 | D |
| | 05/13/2008 | S | 600 | D | \$ 64.65 | 31,262 | D |

Common
Stock

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

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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) | 8. P... Der... Sec... (Ins... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Phantom Stock (Director Units) | (1) | | | | | (2) | 12/31/2010(2) | Common Stock | 673 |
| Phantom Stock (Director Units) | (1) | | | | | (3) | 12/31/2011(3) | Common Stock | 553 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHWALBACH GERALD A 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347 | X | | | |

Signatures

s/Troy Renner, Attorney in fact for Gerald A. Schwalbach

05/14/2008

__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) 1 for 1

(2) Vests over 5 years beginning 2006, based on financial performance of the Company.

(3) Vests over 5 years beginning in 2007, based on financial performance of the Company.

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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