

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**C.H. ROBINSON WORLDWIDE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**41-1883630**  
(I.R.S. Employer  
Identification No.)

**14701 Charlson Road**  
**Eden Prairie, Minnesota 55347-8500**  
(Address of principal executive offices, including zip code)

**C.H. ROBINSON WORLDWIDE, INC.**  
**1997 OMNIBUS STOCK PLAN**  
(Full title of the plans)

**Linda U. Feuss, Esq.**  
**General Counsel and Secretary**  
**C.H. Robinson Worldwide, Inc.**  
**14701 Charlson Road**  
**Eden Prairie, Minnesota 55347-8500**  
**(952) 937-8500**

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐  
(Do not check if a smaller  
reporting company)

Smaller reporting company ☐

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered(1)(2)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee
Common Stock, par value \$0.10 per share	10,000,000 shares	\$53.83	\$538,300,000	\$21,156

- (1) Includes 10,000,000 shares of common stock of C.H. Robinson Worldwide, Inc. issuable under the C.H. Robinson Worldwide, Inc. 1997 Omnibus Stock Plan, as amended (the "Plan"). Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement also covers any additional shares of C.H. Robinson Worldwide, Inc. common stock that may be granted under the Plan to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Includes corresponding rights to acquire C.H. Robinson Worldwide, Inc. preferred stock pursuant to the Amended and Restated Rights Agreement between the Company and Wells Fargo Bank, National Association.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(h)(1) and (c) under the Securities Act of 1933, as amended, based on the average of the high and low sales prices of C.H. Robinson Worldwide, Inc. common stock as reported by the NASDAQ Global Select Market on November 5, 2008.

Pursuant to General Instruction E of Form S-8, this Registration Statement relates to the registration of additional shares of common stock, \$.10 par value per share, of the Registrant under the C.H. Robinson Worldwide, Inc. 1997 Omnibus Stock Plan, a stock-based employee benefit plan for which the Registrant registered 10,000,000 shares of common stock under the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on August 16, 2001 (File No. 333-67718), the contents of which (including any post-effective amendments) are hereby incorporated by reference herein. The shares listed above reflect all stock splits of the Registrant

effective through the date of this filing.

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 8. Exhibits.**

- 3.1 Certificate of Incorporation of the Company (Incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007).
- 4.2 Amended and Restated Rights Agreement between the Company and Wells Fargo Bank, National Association (Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K dated September 10, 2007).
- 5.1 Opinion of Dorsey & Whitney LLP.
- 10.1 1997 Omnibus Stock Plan (as amended May 18, 2006) (Incorporated by reference to Appendix A to the Proxy Statement on Form DEF 14A filed on April 6, 2006).
- 23.1 Consent of Dorsey & Whitney LLP (included in Exhibit 5.1).
- 23.2 Consent of Independent Registered Public Accounting Firm, Deloitte & Touche LLP.
- 24.1 Powers of Attorney.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Eden Prairie, State of Minnesota, on November 6, 2008.

C.H. ROBINSON WORLDWIDE, INC.

By: /s/ John P. Wiehoff

John P. Wiehoff

Chief Executive Officer and Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on November 6, 2008.

<u>Signature</u>	<u>Title</u>
<u>/s/ John P. Wiehoff</u> John P. Wiehoff	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)
<u>/s/ Chad M. Lindbloom</u> Chad M. Lindbloom	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
<u>*</u> Steven L. Polacek	Director
<u>*</u> ReBecca Koenig Roloff	Director
<u>*</u> Robert Ezrilov	Director
<u>*</u> Gerald A. Schwalbach	Director
<u>*</u> Wayne M. Fortun	Director
<u>*</u> Brian P. Short	Director
<u>*</u> Michael W. Wickham	Director

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Kenneth E. Keiser

Director

\*By: /s/ Linda U. Feuss

Linda U. Feuss

Attorney-in-Fact

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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24.1	Powers of Attorney.

[Dorsey & Whitney LLP Letterhead]

November 6, 2008

C.H. Robinson Worldwide, Inc.  
14701 Charlson Road  
Eden Prairie, Minnesota 55347

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to C.H. Robinson Worldwide, Inc., a Delaware corporation (the "Company"), in connection with a Registration Statement on Form S-8 (the "Registration Statement") relating to the registration of the offer and sale by the Company of up to 10,000,000 shares (the "Shares") of common stock, \$.10 par value per share, of the Company (the "Common Stock") pursuant to awards granted under the C.H. Robinson Worldwide, Inc. 1997 Omnibus Stock Plan, as amended (the "Plan").

We have examined such documents and have reviewed such questions of law as we have considered necessary and appropriate for the purposes of the opinions set forth below. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to us as copies. We have also assumed the legal capacity for all purposes relevant hereto of all natural persons. As to questions of fact material to our opinions, we have relied upon certificates of officers of the Company and of public officials.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance, delivery and payment therefor in accordance with the terms of the Plan and any relevant agreements thereunder, will be validly issued, fully paid and nonassessable.

Our opinions expressed above are limited to the Delaware General Corporation Law.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Dorsey & Whitney LLP

JBA

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 29, 2008, relating to the consolidated financial statements of C.H. Robinson Worldwide, Inc. (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the change in method of accounting for income taxes), and the effectiveness of C.H. Robinson Worldwide, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of C.H. Robinson Worldwide, Inc. for the year ended December 31, 2007.

/s/ Deloitte & Touche LLP

Minneapolis, Minnesota  
November 6, 2008



Signature	Title
<u>/s/ John P. Wiehoff</u> John P. Wiehoff	Chief Executive Officer and Chairman of the Board
<u>/s/ Chad M. Lindbloom</u> Chad M. Lindbloom	Senior Vice President and Chief Financial Officer
<u>/s/ Steven L. Polacek</u> Steven L. Polacek	Director
<u>/s/ ReBecca Koenig Roloff</u> ReBecca Koenig Roloff	Director
<u>/s/ Robert Ezrilov</u> Robert Ezrilov	Director
<u>/s/ Gerald A. Schwalbach</u> Gerald A. Schwalbach	Director
<u>/s/ Wayne M. Fortun</u> Wayne M. Fortun	Director
<u>Brian P. Short</u>	Director

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/s/ Michael W. Wickham  
Michael W. Wickham

Director

Kenneth E. Keiser

Director