

C H ROBINSON WORLDWIDE INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 2/16/2006 For Period Ending 2/15/2006

| | |
|-------------|--|
| Address | 8100 MITCHELL ROAD #200 EDEN PRAIRIE, Minnesota 55344 |
| Telephone | 612-937-8500 |
| CIK | 0001043277 |
| Industry | Misc. Transportation |
| Sector | Transportation |
| Fiscal Year | 12/31 |

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FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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(f) of the
Investment Company Act of 1940

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| MANNING TIMOTHY P | C H ROBINSON WORLDWIDE INC [CHRW] | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 8100 MITCHELL ROAD | 2/15/2006 | Vice President |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| EDEN PRAIRIE, MN 55344 | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) (State) (Zip) | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | | | | | | | | 5056 | I | By Spouse |
| Common Stock | | | | | | | | 66046 | I | By Rabbi Trust |
| Common Stock | 2/15/2006 | | M/K | | 13000 | A | \$6.2968 | 108442 (3) | D | |
| Common Stock | 2/15/2006 | | F | | 1917 | D | \$42.68 | 106525 | D | |
| Common Stock | 2/15/2006 | | S | | 3892 | D | \$42.60 | 102633 | D | |
| Common Stock | 2/15/2006 | | S | | 2800 | D | \$42.61 | 99833 | D | |
| Common Stock | 2/15/2006 | | S | | 1000 | D | \$42.62 | 98833 | D | |
| Common Stock | 2/15/2006 | | S | | 400 | D | \$42.70 | 98433 | D | |
| Common Stock | 2/15/2006 | | S | | 200 | D | \$42.72 | 98233 | D | |
| Common Stock | 2/15/2006 | | S | | 937 | D | \$42.73 | 97296 | D | |
| Common Stock | 2/15/2006 | | S | | 371 | D | \$42.74 | 96925 | D | |
| Common Stock | 2/15/2006 | | S | | 900 | D | \$42.75 | 96025 | D | |
| Common Stock | 2/15/2006 | | S | | 200 | D | \$42.76 | 95825 | D | |
| Common Stock | 2/15/2006 | | S | | 300 | D | \$42.77 | 95525 | D | |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-------|---|-----------------|---|----------------------------|--|---|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$6.2969 | 2/15/2006 | | M/K | | | 13000 | (1) | 2/15/2009 | Common Stock | 19000 | \$0 | 6000 | D | |
| Stock Option (Right to Buy) | \$10.1725 | | | | | | | (1) | 1/31/2010 | Common Stock | 29112 | | 29112 | D | |
| Stock Option (Right to Buy) | \$14 | | | | | | | 2/1/2003 (2) | 2/1/2011 | Common Stock | 24000 | | 24000 | D | |
| Stock Option (Right to Buy) | \$14.625 | | | | | | | 2/15/2004 (2) | 2/15/2012 | Common Stock | 30000 | | 30000 | D | |
| Stock Option (Right to Buy) | \$26.20 | | | | | | | (1) | 10/15/2007 | Common Stock | 84 | | 84 | D | |
| Stock Option (Right to Buy) | \$14.82 | | | | | | | 2/7/2005 (2) | 2/17/2013 | Common Stock | 30000 | | 30000 | D | |
| Stock Option (Right to Buy) | \$18.15 | | | | | | | (1) | 1/31/2010 | Common Stock | 1618 | | 1618 | D | |
| Stock Option (Right to Buy) | \$18.15 | | | | | | | (1) | 2/1/2011 | Common Stock | 6170 | | 6170 | D | |
| Stock Option (Right to Buy) | \$42.68 | 2/15/2006 | | A/K | | 1917 | | 2/16/2006 | 2/15/2009 | Common Stock | 1917 | \$0 | 1917 | D | |

Explanation of Responses:

- (1) 100% Vested.
- (2) Vests in 25% annual cumulative increments on the anniversary of the date of grant beginning this date.
- (3) Includes shares held in the employee stock purchase plan as of a statement dated 3/31/2005.

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

Signature of Reporting Person

2/16/2006

Date

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

* 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).

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