

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: February 28, 2011  
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(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<br>(Check all applicable)  |
| <b>EZRILOV ROBERT</b>                     | <b>C H ROBINSON WORLDWIDE<br/>INC [ CHRW ]</b>       | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner   |
| (Last) (First) (Middle)                   | 3. Date of Earliest Transaction (MM/DD/YYYY)         | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  |
| <b>14701 CHARLSON ROAD</b>                | <b>11/2/2010</b>                                     |   |
| (Street)                                  | 4. If Amendment, Date Original Filed<br>(MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)   |
| <b>EDEN PRAIRIE, MN 55347</b>             |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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<br>(Instr. 3) | 2. Trans.<br>Date | 2A.<br>Deemed<br>Execution<br>Date, if<br>any | 3. Trans.<br>Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |                          | 5. Amount of Securities Beneficially<br>Owned Following Reported Transaction<br>(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|-------------------|---|---------------------------------|---|---|------------------|--------------------------|---|---|---|
|                                    |                   |   | Code                            | V | Amount  | (A)<br>or<br>(D) | Price                    |   |   |   |
| Common Stock                       |                   |   |                                 |   |   |                  |                          | 3000  | I   | Family<br>Foundation  |
| Common Stock                       | 11/2/2010         |   | M                               |   | 6000  | A                | \$14.00                  | 86636   | D   |   |
| Common Stock                       | 11/2/2010         |   | M                               |   | 6000  | A                | \$14.625                 | 92636   | D   |   |
| Common Stock                       | 11/2/2010         |   | S                               |   | 12000   | D                | \$71.0025 <sup>(4)</sup> | 80636 <sup>(5)</sup>  | 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 |  |   |  |  |
| Director Option (Right to Buy)           | \$14.00  | 11/2/2010      |                                   | M                         |   |  | 6000   | 2/1/2001                                | 1/31/2011      | Common Stock  | 6000            | \$0.00                                     | 0   | D  |  |
| Director Option (Right to Buy)           | \$14.625   | 11/2/2010      |                                   | M                         |   |  | 6000   | 2/15/2002                               | 2/14/2012      | Common Stock  | 6000            | \$0.00                                     | 0   | D  |  |
| Director Option (Right to Buy)           | \$14.82  |                |                                   |                           |   |  |  | 2/7/2003                                | 2/6/2013       | Common Stock  | 10000           |  | 10000   | D  |  |
| Phantom Stock (Director Units)           | (1)  |                |                                   |                           |   |  |  | 12/31/2006 (2)                          | 12/31/2010 (2) | Common Stock  | 673             |  | 673   | D  |  |
| Phantom Stock (Director Units)           | (1)  |                |                                   |                           |   |  |  | 12/31/2007 (2)                          | 12/31/2011 (2) | Common Stock  | 553             |  | 553   | D  |  |
| Phantom Stock (Director Units)           | (1)  |                |                                   |                           |   |  |  | 12/31/2008 (2)                          | 12/31/2012 (2) | Common Stock  | 981             |  | 981   | 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 |  |   |  |  |
| <b>Phantom Stock (Director Units)</b>    | (1)  |                |                                   |                           |   |     |     |  |  | (3)                                     | (3)             | <b>Common Stock</b>   | <b>1581</b>                |  | <b>1581</b>   | <b>D</b>   |  |

**Explanation of Responses:**

- (1) 1-for-1
- (2) Vests annually each year end based on the financial performance of the Company, beginning and ending the dates shown.
- (3) Issued as Director Compensation, upon board termination, the shares of phantom stock become payable in common stock in accordance with the election of the reporting person.
- (4) The price reported is the weighted average sale price for the transactions reported. The prices received ranged from \$71.00 to \$71.02. The reporting person will provide to the issuer, a security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each price within the range.
- (5) Includes shares held in a GRAT controlled by the reporting person.

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| <b>EZRILOV ROBERT<br/>14701 CHARLSON ROAD<br/>EDEN PRAIRIE, MN 55347</b> | <b>X</b>      |           |         |       |

**Signatures**/s/ Troy Renner, Attorney in Fact for Robert Ezrilov11/4/2010

\*\* Signature of Reporting Person

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).Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.