

[] 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 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person *      |   |                   |  | 2. I       | 2. Issuer Name <b>and</b> Ticker or Trading Symbol |               |                   |  |         |                                 |  |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |  |  |  |
|--|---|-------------------|--|------------|--|---------------|-------------------|--|---------|---------------------------------|--|---|---|---|--|--|--|
| STAKE JAMES B                                  |   |                   |  |            | C H ROBINSON WORLDWIDE INC [<br>CHRW ]             |               |                   |  |         |                                 |  |   | X Director 10% Owner  |   |  |  |  |
| (Last)   | (First)   | (Mid              | ldle)                                  | 3. I       | 3. Date of Earliest Transaction (MM/DD/YYYY)       |               |                   |  |         |                                 | Officer (give title below) Other (specify below) |   |   |   |  |  |  |
| 14701 CHARLSON ROAD                            |   |                   |  |            | 9/30/2015  |               |                   |  |         |                                 |  |   |   |   |  |  |  |
| (Street)                                       |   |                   |  | 4. I       | 4. If Amendment, Date Original Filed (MM/DD/YYYY)  |               |                   |  |         |                                 | Y) 6.  | 6. Individual or Joint/Group Filing (Check Applicable Line)                             |   |   |  |  |  |
| EDEN PRAIRIE, MN 55347 (City) (State) (Zip)    |   |                   |  |            |  |               |                   |  |         |                                 |  | X_Form filed by One Reporting Person Form filed by More than One Reporting Person       |   |   |  |  |  |
| (CI  | iy) (Star   |                   |  | Non-Der    | ivati  | ive Secur     | rities Ac         | equire   | ed, Di  | isposed (                       | of, or B   | Benef   | icially Own   | ed  |  |  |  |
| 1. Title of Security (Instr. 3) 2. Trans.      |   |                   |  | Execu      |  | on (Instr. 8) |                   | dode 4. Securities Acquir<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |         | <b>)</b> )                      | Follo  | Amount of Securities Beneficially Owned ollowing Reported Transaction(s) nstr. 3 and 4) |   | 6. 7. Nature Ownership of Indirect Form: Beneficial Ownership |  |  |  |
|  |   |                   |  |            |  |               | Code              | V  | Amou    | (A) o                           | r<br>Price                                       | :   |   |   |  |  | Ownership<br>(Instr. 4)  |
| Common Stock                                   |   |                   |  |            |  |               |                   |  |         |                                 |  |   | 400   |   |  | D  |  |
|  | Tabl  | e II - Deriv      | vative Sec                             | curities I | Bene   | ficially C    | Owned (           | e.g. ,   | , puts  | , calls, w                      | arrant   | ts, op  | tions, conve  | rtible sec  | curities)  |  |  |
| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deeme<br>Execution<br>Date, if any | Code       | Derivative   |               | Acquired bosed of | Expira<br>equired<br>sed of  |         | e Exercisable and<br>ation Date |  |   | erlying<br>urity  |   | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following | Form of<br>Derivative<br>Security:<br>Direct (D) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |   |                   |  | Code       | V  | (A)           | (D)               | Date<br>Exerc  | cisable | Expiration<br>Date              | Title  | N   | Amount or<br>Number of<br>Shares  |   | Reported<br>Transaction(s)<br>(Instr. 4)                                       | or Indirect<br>(I) (Instr.<br>4)                 |  |
| Phantom Stock<br>(Restricted Stock<br>Units)   | <u>(1)</u>  | 9/30/2015         |  | A          |  | 636 (2)       |                   | ١  | (3)     | <u>(3)</u>                      | Comm<br>Stock                                    | -   | 636   | <u>(2)</u>  | 10739  | D  |  |

#### **Explanation of Responses:**

- Each phantom share/restricted stock unit will be paid in one share of common stock.
- ( Of the 636 restricted stock units, 461 were granted at no cost to the reporting person as the quarterly installment of an annual equity-based award provided to
- 2) each non-employee director, and 175 were granted at a price of \$67.78 per unit in connection with the reporting person's election to defer receipt of the most recent quarterly cash retainer payment.
- ( Following the reporting person's termination of service as a director, vested restricted stock units become payable in shares of common stock according to the
- 3) schedule previously chosen by the reporting person.

### **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director      | 10% Owner | Officer | Other |  |  |  |  |
| STAKE JAMES B                  |               |           |         |       |  |  |  |  |
| 14701 CHARLSON ROAD            | X             |           |         |       |  |  |  |  |
| EDEN PRAIRIE, MN 55347         |               |           |         |       |  |  |  |  |

#### **Signatures**

Troy Renner, Attorney-in-Fact for James B. Stake

\*\*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.

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