

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
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Foe Bryan	C H ROBINSON WORLDWIDE INC [CHRW]	☐ Director ☐ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	☒ X Officer (give title below) ☐ Other (specify below)
14701 CHARLSON ROAD	2/4/2015	President, CH Robinson Europe
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
EDEN PRAIRIE, MN 55347		☐ X Form filed by One Reporting Person
(City) (State) (Zip)		☐ 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	2/4/2015		A		2440 (1)	A	\$0.00	86265 (2)	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
Option (right to buy) (3)	\$68.81	2/4/2015		A		2424		2/4/2015	12/7/2021	Common Stock	2424	\$0.00	5846	D	
Option (right to buy) (4)	\$61.91	2/4/2015		A		3425		2/4/2015	12/5/2022	Common Stock	3425	\$0.00	3425	D	
Option (right to buy) (5)	\$58.25	2/4/2015		A		5812		2/4/2015	12/4/2023	Common Stock	5812	\$0.00	5812	D	

Explanation of Responses:

- (1) Number of performance restricted stock units that vested on 2/4/15 upon certification by the Issuer's compensation committee. Such vested units have been credited to the reporting person's account in the Issuer's NQDC Plan and will be settled in an equal number of shares of Issuer common stock at specified future dates.
- (2) Included in this amount are 48,836 shares of Issuer common stock issuable in settlement of an equal number of deferred shares and vested performance restricted stock units credited to the reporting person's NQDC Plan account, and 37,429 shares held directly by the reporting person.
- (3) Performance-based stock option granted 12/7/11 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.
- (4) Performance-based stock option granted 12/5/12 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.

(5) Performance-based stock option granted 12/4/13 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foe Bryan 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347			President, CH Robinson Europe	

Signatures

/s/ Troy Renner, Attorney-in-Fact

2/6/2015

** 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.