

[] 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

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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                 | 2. Issuer Name <b>and</b> Ticker or Trading Symbol  |   |                                     |            |  |                          |                     |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |   |                      |  |
|--|-------------------|--------------|---------|-------------------|---|---|-------------------------------------|------------|--|--------------------------|---------------------|--|--|---|---|---|----------------------|--|
| EZRILOV ROBERT                                 |                   |              |         |                   | C H ROBINSON WORLDWIDE<br>INC [ CHRW ]  |   |                                     |            |  |                          |                     |  | <b>X</b> Di  | X Director 10% Owner  |   |   |                      |  |
| (Last) (First) (Middle)                        |                   |              |         |                   | 3. Date of Earliest Transaction (MM/DD/YYYY)  |   |                                     |            |  |                          |                     |  | Office below)  | Officer (give title below) Other (specify below)                        |   |   |                      |  |
| 14701 CHARLSON ROAD                            |                   |              |         |                   | 11/24/2008  |   |                                     |            |  |                          |                     |  |  |   |   |   |                      |  |
|  |                   |              |         |                   | 4. If Amendment, Date Original Filed (MM/DD/YYYY)   |   |                                     |            |  |                          |                     |  |  | 6. Individual or Joint/Group Filing (Check<br>Applicable Line)          |   |   |                      |  |
| EDEN PRAII                                     | RIE, MN           | N 55347      |         |                   |   |   |                                     |            |  |                          |                     |  | X Form   | filed by One  | Reporting Po                                    | erson   |                      |  |
| (City)   | (State)           | (Zip)        |         |                   |   |   |                                     |            |  |                          |                     |  |  | iled by More  |   |   | on                   |  |
|  |                   | Table I      | - Non-l | Deriv             | vativ   | e Secur                                       | ities                               | Ac         | quire  | d, D                     | ispo                | sed of, o                                | or Beneficial  | ly Owned  |   |   |                      |  |
| 1.Title of Security 2                          |                   |              |         | 2. Trai           | ns.   | 2A.<br>Deemed<br>Execution<br>Date, if<br>any | 3.<br>Trans<br>Code<br>(Instr<br>8) |            | 4. Securities Acqui<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |                          |                     |  | t of Securities Beneficially<br>ollowing Reported Transaction<br>nd 4) |   | Ownership<br>Form:<br>Direct (D)<br>or Indirect | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                      |  |
|  |                   |              |         |                   |   |   | Code                                | v          | Amour  | (A)<br>or<br>(D)         | ]                   | Price                                    |  |   |   | (I) (Instr.<br>4)   |                      |  |
| Common Stock                                   |                   |              |         |                   |   |   |                                     |            |  |                          |                     |  |  | 3000  |   | I   | Family<br>Foundation |  |
| Common Stock                                   |                   |              |         |                   |   |   |                                     |            |  |                          |                     |  |  | 50000   |   |   | By GRAT              |  |
| Common Stock                                   |                   |              |         | 11/24/            | 24/2008   |   | M                                   |            | 12000  | A                        | \$6                 | .2969                                    |  | 42582   |   | D   |                      |  |
| Common Stock 11                                |                   |              |         | 11/24/            | /2008   |   | s                                   |            | 12000  | D                        | \$50                | 3204 (3)                                 | 30636 (4)  |   |   | D   |                      |  |
| Tah  | le II - Dei       | rivative S   | ecuriti | es Re             | enefi   | icially ()                                    | wne                                 | d (        | <i>e.g.</i> .  | nuts                     | . cal               | ls. warr                                 | ants, option   | s. convert  | ible secu                                       | rities)   |                      |  |
| 1. Title of Derivate<br>Security<br>(Instr. 3) | 3. Trans.<br>Date | . Trans. 3A. |         | ns.<br>le<br>str. | 5. Number<br>Derivative<br>Securities<br>Acquired (or Dispose<br>of (D)<br>(Instr. 3, 4<br>and 5) | of 6.<br>E                                    | 6. Date Exer<br>Expiration I        |            |  | able and 7. Title and An |                     | nd Amount of<br>Underlying<br>e Security |  | 9. Number   | 10.<br>Ownership<br>Form of<br>Derivative       |   |                      |  |
|  |                   |              |         | Cod               | le V  | (A) (D)                                       | - 12                                | ate<br>xer | cisable  | Expira<br>Date           | ation               | Title                                    | Amount or<br>Number of<br>Shares                                       |   | Transaction (s) (Instr. 4                       |   |                      |  |
| Director Option<br>(Right to Buy)              | \$6.2969          | 11/24/2008   |         | M                 |   | 12000   | 0 2                                 | /15/       | /1999  | 2/14/2                   | 2009                | Common<br>Stock                          | 12000  | \$0.00  | 0   | D   |                      |  |
| Director Option<br>(Right to Buy)              | \$10.1719         |              |         |                   |   |   | 1.                                  | /31/       | /2000  | 1/30/2                   | 2010                | Common<br>Stock                          | 12000  |   | 12000   | D   |                      |  |
| Director Option<br>(Right to Buy)              | \$14.00           |              |         |                   |   |   | 2                                   | 2/1/2      | 2001   | 1/31/2                   | 2011                | Common<br>Stock                          | 6000   |   | 6000  | D   |                      |  |
| Director Option<br>(Right to Buy)              | \$14.625          |              |         |                   |   |   | 2,                                  | /15/       | /2002  | 2/14/2                   | 2012                | Common<br>Stock                          | 6000   |   | 6000  | D   |                      |  |
| Director Option<br>(Right to Buy)              | \$14.82           |              |         |                   |   |   | 2                                   | ./7/       | 2003   | 2/6/2                    | 013                 | Common<br>Stock                          | 10000  |   | 10000   | D   |                      |  |
| Phantom Stock<br>(Director Units)              | (1)               |              |         |                   |   |   | 12                                  |            | 1/2006   |                          | / <b>2010</b><br>2) | Common<br>Stock                          | 673  |   | 673   | D   |                      |  |
|  |                   |              |         |                   |   |   | 12                                  | 2/3        | 1/2007   | 12/31                    | /2011               |  |  |   |   |   |                      |  |

| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |  |   |                                       |                                   |  |                         |                    |                 |                                  |   |   |  |            |
|--|---|--|---|---------------------------------------|-----------------------------------|--|-------------------------|--------------------|-----------------|----------------------------------|---|---|--|------------|
| 1. Title of Derivate<br>Security<br>(Instr. 3)   | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security |  | 3A.<br>Deemed<br>Execution<br>Date, if<br>any | 4.<br>Trans.<br>Code<br>(Instr.<br>8) | Der<br>Sec<br>Acc<br>or I<br>of ( | rivative<br>urities<br>quired (A)<br>Disposed<br>D)<br>str. 3, 4 | 6. Date Exercisable and |                    |                 |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following | 10.<br>Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr. | Beneficial |
|  |   |  |   | Code V                                | (A)                               | (D)  | Date<br>Exercisable     | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |   | Transaction<br>(s) (Instr. 4)   | (4)  |            |
| Phantom Stock<br>(Director Units)  | (1)   |  |   |                                       |                                   |  | (2)                     | (2)                | Common<br>Stock | 553                              |   | 553   | D  |            |
| Phantom Stock<br>(Director Units)  | (1)   |  |   |                                       |                                   |  | 12/31/2008              | 12/31/2012         | Common<br>Stock | 981                              |   | 981   | D  |            |

## **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) The price reported is the weighted average sale price for the transactions reported. The prices received ranged from \$50.25 to \$50.4973. 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.
- (4) The number of shares held since the last report has been adjusted to reflect an addition of 54 shares to correct an error apparently made over 5 years ago.

**Reporting Owners** 

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

## **Signatures**

/s/ Troy Renner, Attorney in Fact for Robert Ezrilov

11/25/2008

\*\* 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.