

C H ROBINSON WORLDWIDE INC

Form 4

February 04, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**OBRIEN CHRIS**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**C H ROBINSON WORLDWIDE  
INC [CHRW]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**14701 CHARLSON ROAD**  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/02/2015**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**Senior Vice President**

**EDEN PRAIRIE, MN 55347**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 02/02/2016                              |                                                             | A                                    | Amount<br>(1)<br>4,599                                                  | A \$ 0 66,137                                                                                                      | D                                                                    |                                         |
| Common<br>Stock                       | 02/03/2016                              |                                                             | A                                    | 7,402                                                                   | D \$ 64.77 57,426 (2)                                                                                              | D                                                                    |                                         |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 1,309                                                                                                              | I                                                                    | By Spouse                               |

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Option<br>(right to<br>buy)                         | \$ 63.58                                                              | 12/02/2015                              |                                                             | A                                       |                                                                                                              | 30,150                                                         |     | <u>(3)</u>                                                          | 12/02/2025         | Common<br>Stock | 30,150                              |
| Option<br>(right to<br>buy) <u>(4)</u>              | \$ 68.81                                                              | 02/02/2016                              |                                                             | A                                       |                                                                                                              | 3,170                                                          |     | 02/02/2016                                                          | 12/07/2021         | Common<br>Stock | 3,170                               |
| Option<br>(right to<br>buy) <u>(5)</u>              | \$ 61.91                                                              | 02/02/2016                              |                                                             | A                                       |                                                                                                              | 4,762                                                          |     | 02/02/2016                                                          | 12/05/2022         | Common<br>Stock | 4,762                               |
| Option<br>(right to<br>buy) <u>(6)</u>              | \$ 58.25                                                              | 02/02/2016                              |                                                             | A                                       |                                                                                                              | 6,870                                                          |     | 02/02/2016                                                          | 12/04/2023         | Common<br>Stock | 6,870                               |
| Option<br>(right to<br>buy) <u>(7)</u>              | \$ 74.57                                                              | 02/02/2016                              |                                                             | A                                       |                                                                                                              | 6,410                                                          |     | 02/02/2016                                                          | 12/03/2024         | Common<br>Stock | 6,410                               |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                       |       |
|---------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                               | Director      | 10% Owner | Officer               | Other |
| OBRIEN CHRIS<br>14701 CHARLSON ROAD<br>EDEN PRAIRIE, MN 55347 |               |           | Senior Vice President |       |

## Signatures

/s/ Troy Renner,  
Attorney-in-Fact

02/04/2016

          \*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

Represents performance-based restricted stock units vested on February 2, 2016 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 at specified future dates.

Included in this amount are 46,017 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 11,409 shares held directly by the reporting person.

(3) Time-based stock option granted December 2, 2015 vests as to 20% of the shares subject to the option on December 31 in each of the years 2016-2020.

(4) Performance-based stock option granted 12/7/11 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.

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

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

(7) Performance-based stock option granted 12/3/14 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.

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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