

C H ROBINSON WORLDWIDE INC
 Form 4
 February 21, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BUTTS JAMES

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)
8100 MITCHELL ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock					75,000	I	By Rabbi Trust
Common Stock	02/20/2007		M		\$ 16,646	A	
Common Stock	02/20/2007		S		\$ 53.92	D	
Common Stock	02/20/2007		S		\$ 53.93	D	
Common Stock	02/20/2007		S		\$ 53.94	D	

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Common Stock	02/20/2007	S	2,900	D	\$ 53.95	751,701	D
Common Stock	02/20/2007	S	284	D	\$ 53.96	751,417	D
Common Stock	02/20/2007	S	492	D	\$ 53.97	750,925	D
Common Stock	02/20/2007	S	751	D	\$ 53.98	750,174	D
Common Stock	02/20/2007	S	600	D	\$ 53.99	749,574	D
Common Stock	02/20/2007	S	920	D	\$ 54	748,654	D
Common Stock	02/20/2007	S	92	D	\$ 54.01	748,562	D
Common Stock	02/20/2007	S	100	D	\$ 54.02	748,462	D
Common Stock	02/20/2007	S	446	D	\$ 54.03	748,016	D
Common Stock	02/20/2007	S	1,700	D	\$ 54.04	746,316	D
Common Stock	02/20/2007	S	100	D	\$ 54.05	746,216	D
Common Stock	02/20/2007	S	500	D	\$ 54.06	745,716	D
Common Stock	02/20/2007	S	726	D	\$ 54.07	744,990 ⁽¹⁾	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Title

						Expiration Date		Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 14				(3)	02/01/2011	Common Stock	8,000	
Stock Option (Right to Buy)	\$ 14.625	02/20/2007	M	16,646	(4)	02/15/2012	Common Stock	30,000	
Stock Option (Right to Buy)	\$ 14.82				(5)	02/07/2013	Common Stock	30,000	
Stock Option (Right to Buy)	\$ 40.58					08/18/2006 ⁽²⁾	02/15/2009	Common Stock	1,576
Stock Option (Right to Buy)	\$ 42.37					11/14/2006 ⁽²⁾	01/31/2010	Common Stock	4,801

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUTTS JAMES 8100 MITCHELL ROAD EDEN PRAIRIE, MN 55344			Vice President	

Signatures

/s/ James E. Butts
02/21/2007

**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).
- (1) Includes shares held in the employee stock purchase plan as of a statement dated March 31, 2006.
- (2) 100% exercisable.
- (3) Vests 25% annually on the anniversary of the date of grant beginning 2/1/03.
- (4) Vests 25% annually on the anniversary of the date of grant beginning 2/15/04.

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(5) Vests 25% annually on the anniversary of the date of grant beginning 2/7/05.

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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