

SHORT BRIAN  
Form 4  
February 08, 2013

**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 \*  
SHORT BRIAN

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)  
05/17/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount or Price			
Common Stock	05/17/2012		G	V	5,962	D \$ 0 15,710	D	
Common Stock	05/17/2012		G	V	5,962	A \$ 0 5,962	I	By Spouse
Common Stock	02/08/2013		G	V	5,962	D \$ 0 0	I	By Spouse
Common Stock	02/08/2013		G	V	5,962	A \$ 0 21,672	D	

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

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.

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Phantom Stock (Restricted Stock Units)	(1)	02/06/2013		A	235 (2)	(3) (3)	Common Stock	235

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHORT BRIAN 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347		X		

## Signatures

Troy Renner Attorney-in-Fact for Brian Short 02/08/2013

\_\_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) Each phantom share/restricted stock unit will be paid in one share of common stock.

(2) Number of performance restricted stock units that vested on 2/6/13 upon certification by the Issuer's compensation committee. The reporting person had previously reported all of the 981 vested and unvested performance restricted stock units associated with this award, of which 530 had been vested prior to 2/6/13. As of 2/6/13, 765 of these units are vested in total, and 216 have been forfeited.

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- (3) 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 schedule previously chosen by the reporting person.
- (4) Amount shown is the total number of vested restricted stock units credited to the account of the reporting person, which includes amounts of 666 and 448 units associated with performance awards that had previously been reported separately.

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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