

Kass Jordan T  
Form 4  
August 21, 2018

**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 \*  
Kass Jordan T

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)  
02/04/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, Managed Services

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 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                    | 02/04/2015                           |  | A                              |   | 2,389<br>(1) \$ 0   | D  |   |
| Common Stock                    | 02/02/2016                           |  | A                              |   | 1,965<br>(2) \$ 0   | D  |   |
| Common Stock                    | 08/17/2018                           |  | M                              |   | 6,190 A \$ 58.25  | D  |   |
| Common Stock                    | 08/17/2018                           |  | S                              |   | 6,190 D \$ 97.0561<br>(3)   | D  |   |
| Common Stock                    |                                      |  |                                |   |   | I  | by ESPP   |

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

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SEC 1474  
(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 Expiration Date                         | Title Amount or Number of Shares                              |
| Option (right to buy)                      | \$ 68.81   | 02/02/2017                           |  | A                              | 245   | <u>(4)</u> 12/07/2021                                    | Common Stock 245  |
| Option (right to buy)                      | \$ 61.91   | 02/02/2017                           |  | A                              | 374   | <u>(5)</u> 12/05/2022                                    | Common Stock 374  |
| Option (right to buy)                      | \$ 61.91   | 01/31/2018                           |  | A                              | 75  | <u>(5)</u> 12/05/2022                                    | Common Stock 75   |
| Stock Option (right to buy)                | \$ 58.25   | 02/02/2017                           |  | A                              | 1,397   | <u>(6)</u> 12/04/2023                                    | Common Stock 1,397  |
| Option (right to buy)                      | \$ 58.25   | 01/31/2018                           |  | A                              | 1,048   | <u>(6)</u> 12/04/2023                                    | Common Stock 1,048  |
| Option (right to buy)                      | \$ 74.57   | 02/02/2017                           |  | A                              | 1,231   | <u>(7)</u> 12/03/2024                                    | Common Stock 1,231  |
| Option (right to buy)                      | \$ 74.57   | 01/31/2018                           |  | A                              | 923   | <u>(7)</u> 12/03/2024                                    | Common Stock 923  |
| Option (right to buy)                      | \$ 58.25   | 08/17/2018                           |  | M                              | 6,190   | <u>(6)</u> 12/04/2023                                    | Common Stock 6,190  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Kass Jordan T<br>14701 CHARLSON ROAD<br>EDEN PRAIRIE, MN 55347 |               |           | President, Managed Services |       |

## Signatures

/s/ Ben G. Campbell, Attorney-in-Fact for Jordan T.  
Kass

08/21/2018

\_\_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) Represents Performance-based restricted stock units that vested on February 4, 2015, have been credited to the reporting person's account in the Issuer's NQDC Plan and will be settled on a 1 for 1 basis in shares of the Issuer's common stock.
- (2) Represents Performance-based restricted stock units that vested on February 2, 2016, have been credited to the reporting person's account in the Issuer's NQDC Plan and will be settled on a 1 for 1 basis in shares of the Issuer's common stock.
- (3) Reflects the weighted average price of 6,190 shares of common stock of C.H. Robinson Worldwide, Inc. sold by the reporting person in multiple transactions on August 17, 2018 with sale prices ranging from \$97.05 to \$97.10 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (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.

### Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.