

ROSE PETER J
Form 4
March 26, 2010

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 *
ROSE PETER J

2. Issuer Name and Ticker or Trading Symbol
EXPEDITORS INTERNATIONAL OF WASHINGTON INC [EXPD]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1015 THIRD AVENUE, 12TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/26/2010

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

SEATTLE, WA 98104

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 02/25/2010 | | G ⁽³⁾ | V 135,907 D \$ 0 | 1,080,030.4015 | D ⁽¹⁾ | |
| Common Stock | 03/26/2010 | | M | 30,000 A \$ 9.48 | 1,110,030.4015 | D | |
| Common Stock | 03/26/2010 | | S ⁽⁴⁾ | 30,000 D \$ 37.0265 ⁽⁵⁾ | 1,080,030.4015 | D | |
| Common Stock | | | | | 5,334.1978 | I ⁽²⁾ | By Spouse |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to Buy) | \$ 9.48 | 03/26/2010 | | M ⁽⁶⁾ | 30,000 | 05/03/2003 05/03/2010 | Common Stock | 30,000 |
| Stock Options (Right to Buy) | \$ 9.48 | | | | | 05/03/2003 05/03/2010 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSE PETER J 1015 THIRD AVENUE, 12TH FLOOR SEATTLE, WA 98104 | X | | Chairman and CEO | |

Signatures

/s/ Peter J. Rose 03/26/2010

**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) Beginning balance of Common Stock beneficially owned Directly includes 740.5213 shares purchased on July 31, 2009 under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan and 37.4903 shares acquired on June 15, 2009 and 41.4124 shares acquired on December 15, 2009 pursuant to the reinvestment of a dividend under Expeditors International of Washington, Inc.'s

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2002 Employee Stock Purchase Plan.

(2) Beginning balance of Common Stock beneficially owned Indirectly includes 146.3615 shares purchased on July 31, 2009 under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan and 9.5527 shares acquired on June 15, 2009 and 10.3129 shares acquired on December 15, 2009 pursuant to the reinvestment of a dividend under Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan.

(3) Gift to The Seattle Foundation

(4) Shares were sold pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 24, 2010.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.97 to \$37.10, (5) inclusive. The reporting person undertakes to provide to any security holder of Expeditors or to the SEC, upon request, full information regarding the number of shares sold at each separate price within the range stated.

(6) Options exercised were due to expire May 3, 2010.

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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