

EXPEDITORS INTERNATIONAL OF WASHINGTON INC
 Form 4
 November 05, 2008

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 *
 CASEY JAMES 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)
 11/05/2008

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

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 11/05/2008 | 11/05/2008 | M | | | 32,000 | A | \$ 23.44 | 89,848 | D | |
| Common Stock | 11/05/2008 | 11/05/2008 | M | | | 32,000 | A | \$ 17.44 | 121,848 | D | |
| Common Stock | 11/05/2008 | 11/05/2008 | S | | | 61,600 | D | \$ 36.6761 (1) | 60,248 | D | |
| Common Stock | 11/05/2008 | 11/05/2008 | S | | | 2,400 | D | \$ 37.1321 (2) | 57,848 | D | |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to Buy) | \$ 23.44 | 11/05/2008 | 11/05/2008 | M | 32,000 | 06/01/2004 06/01/2014 | Common Stock | 32,000 |
| Stock Options (Right to Buy) | \$ 17.44 | 11/05/2008 | 11/05/2008 | M | 32,000 | 06/02/2003 06/02/2013 | Common Stock | 32,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

| | | | | |
|---|--|--|---|--|
| CASEY JAMES J 1015 THIRD AVENUE, 12TH FLOOR SEATTLE, WA 98104 | | | X | |
|---|--|--|---|--|

Signatures

/s/ James J.
Casey

11/05/2008

**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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.30 to \$36.99, inclusive. The reporting person undertakes to provide to any security holder of Expeditors or to the SEC, upon request, full information

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regarding the number of shares sold at each separate price within the range set forth in footnotes (1) and (2) to this Form 4.

- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.00 to \$37.31, inclusive.

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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