

Musser Jeffrey S
Form 4
May 08, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Musser Jeffrey S

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2012

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Executive VP and CIO

(Street)
SEATTLE, WA 98104

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	05/04/2012		M		7,343	A \$ 14.29	9,417.7042	D	
Common Stock	05/04/2012		F		2,656	D \$ 39.5	6,761.7042	D	
Common Stock	05/04/2012		M		4,278	A \$ 18.3	11,039.7042	D	
Common Stock	05/04/2012		F		1,981	D \$ 39.5	9,058.7042	D	
Common Stock	05/04/2012		M		3,722	A \$ 20.87	12,780.7042	D	

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Common Stock	05/04/2012	F	1,966	D	\$ 39.5	10,814.7042	D	
Common Stock	05/04/2012	M	5,101	A	\$ 24.45	15,915.7042	D	
Common Stock	05/04/2012	F	3,157	D	\$ 39.5	12,758.7042	D	
Common Stock						113,887	I	By Trust (1)

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)	8. D S (I)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 14.29	05/04/2012		M		7,343		05/08/2005	05/08/2012	Common Stock	7,343
Stock Options (Right to Buy)	\$ 18.3	05/04/2012		M		4,278		05/07/2006	05/07/2013	Common Stock	4,278
Stock Options (Right to Buy)	\$ 20.87	05/04/2012		M		3,722		05/05/2007	05/05/2014	Common Stock	3,722
Stock Options (Right to Buy)	\$ 24.45	05/04/2012		M		5,101		05/04/2008	05/04/2015	Common Stock	5,101

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Musser Jeffrey S 1015 THIRD AVENUE, 12TH FLOOR SEATTLE, WA 98104			Executive VP and CIO	

Signatures

/s/ Stock Plan Administrator,
attorney-in-fact

05/08/2012

__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) Indirect Ownership by The Musser Family Trust.

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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