

EXPEDITORS INTERNATIONAL OF WASHINGTON INC
 Form 4
 November 04, 2005

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 *
 LYNCH CHARLES 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)
 11/02/2005

____ Director
 Officer (give title below) _____ Other (specify below)
 Senior VP-Corporate Controller

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------------------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 11/02/2005 | | M | | 16,000 | A | \$ 3.65 | 184,865.977 (1) | D | |
| Common Stock | 11/02/2005 | | M | | 12,806 | A | \$ 16.04 | 197,671.977 (1) | D | |
| Common Stock | 11/02/2005 | | M | | 40,000 | A | \$ 18.95 | 237,671.977 (1) | D | |
| Common Stock | 11/02/2005 | | M | | 22,500 | A | \$ 24.86 | 260,171.977 (1) | D | |
| Common Stock | 11/02/2005 | | S | | 98,000 | D | \$ 65.124 | 162,171.977 (1) | D | |

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Common Stock 11/02/2005 S 79,989 D \$ 65.2714 82,182.977 ⁽¹⁾ D

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

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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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Options (Right to buy) | \$ 3.65 | 11/02/2005 | | M | 16,000 | 05/08/1999 | 05/08/2006 | Common Stock | 16,000 |
| Stock Options (Right to buy) | \$ 16.04 | 11/02/2005 | | M | 12,806 | 05/05/2002 | 05/05/2009 | Common Stock | 12,806 |
| Stock Options (Right to buy) | \$ 18.95 | 11/02/2005 | | M | 40,000 | 05/03/2003 | 05/03/2010 | Common Stock | 40,000 |
| Stock Options (Right to buy) | \$ 24.86 | 11/02/2005 | | M | 22,500 | 05/09/2004 | 05/09/2011 | Common Stock | 22,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LYNCH CHARLES J
1015 THIRD AVENUE, 12TH FLOOR
SEATTLE, WA 98104

Senior VP-Corporate Controller

Signatures

Charles J Lynch

11/04/2005

**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).

Includes 529.094 shares acquired from Expeditors International of Washington, Inc.'s 2002 Employee Stock Purchase Plan on July 29,
(1) 2005. Includes 4.956 shares acquired on June 15, 2005 pursuant to the reinvestment of a dividend under Expeditors 2002 Employee Stock Purchase Plan.

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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