

COUGHLIN PHILIP M

Form 4

May 04, 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 *
COUGHLIN PHILIP M

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)
05/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Strategy Officer

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) | Price | | |
| Common Stock | 05/02/2018 | | M | 1,978 | A \$ 0 ⁽¹⁾ | 18,130.8435 | D |
| Common Stock | 05/02/2018 | | M | 27 | A \$ 0 ⁽¹⁾ | 18,157.8435 | D |
| Common Stock | 05/02/2018 | | M | 1,687 | A \$ 0 ⁽¹⁾ | 19,844.8435 | D |
| Common Stock | 05/02/2018 | | M | 10 | A \$ 0 ⁽¹⁾ | 19,854.8435 | D |
| Common Stock | 05/02/2018 | | F | 845 | D \$ 64.07 | 19,009.8435 | D |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|-------------|---|----------|
| Common Stock | 05/02/2018 | F | 715 | D | \$ 64.07 | 18,294.8435 | D | |
| Common Stock | | | | | | 47,538 | I | by Trust |

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) | 8. P |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units ("RSUs") | <u>(1)</u> | 05/02/2018 | | M | 1,978 | <u>(1)</u> <u>(1)</u> | Common Stock | 1,978 |
| Dividend Equivalent Rights - 2017 RSUs | <u>(1)</u> | 05/02/2018 | | M | 27 | <u>(1)</u> <u>(1)</u> | Common Stock | 27 |
| Restricted Stock Units ("RSUs") | <u>(1)</u> | 05/02/2018 | | M | 1,687 | <u>(1)</u> <u>(1)</u> | Common Stock | 1,687 |
| Dividend Equivalent Rights - 2017 11 07 RSUs | <u>(1)</u> | 05/02/2018 | | M | 10 | <u>(1)</u> <u>(1)</u> | Common Stock | 10 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

COUGHLIN PHILIP M
1015 THIRD AVENUE, 12TH FLOOR
SEATTLE, WA 98104

Chief Strategy Officer

Signatures

Brittany Kelly, Stock Plan Administrator,
attorney-in-fact

05/04/2018

__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) Each RSU and DER represented a contingent right to receive the economic equivalent of one common shares of the issuer. The RSUs and DERs vested on May 2, 2018.

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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