

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-05-18** | Period of Report: **2004-05-17**
SEC Accession No. **0001232714-04-00001**

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REPORTING OWNER

AMBERGER L MANFRED

CIK: **1232714**

Type: **4** | Act: **34** | File No.: **000-13468** | Film No.: **04815503**

Mailing Address

*1015 THIRD AVENUE 12TH
FLOOR
SEATTLE WA 98104*

ISSUER

EXPEDITORS INTERNATIONAL OF WASHINGTON INC

CIK: **746515** | IRS No.: **911069248** | State of Incorporation: **WA** | Fiscal Year End: **1231**
SIC: **4731** Arrangement of transportation of freight & cargo

Mailing Address

*1015 THIRD AVENUE 12TH
FLOOR
SEATTLE WA 98104*

Business Address

*1015 THIRD AVENUE 12TH
FLOOR
SEATTLE WA 98104
2066743400*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | | | | | | | | |
|--|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person AMBERGER L MANFRED | | | 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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior VP-Continental Europe | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/17/2004 | | | | | |
| 1015 THIRD AVENUE, 12TH FLOOR | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | | |
| (Street) SEATTLE, WA 98104 | | | | | | | | |
| (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 | 05/17/2004 | | <u>M</u> | | 5,000 | A | \$16.04 | 53,843 ⁽¹⁾ | D | |
| Common Stock | 05/17/2004 | | <u>M</u> | | 2,500 | A | \$18.95 | 56,343 ⁽¹⁾ | D | |
| Common Stock | 05/17/2004 | | <u>M</u> | | 10,000 | A | \$24.86 | 66,343 ⁽¹⁾ | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Stock Options (Right to buy) | \$16.04 | 05/17/2004 | | <u>M</u> | | 5,000 | | 05/05/2002 | 05/05/2009 | Common Stock | 5,000 | \$ 0 | 0 | D | |
| Stock Options | \$18.95 | 05/17/2004 | | <u>M</u> | | 2,500 | | 05/03/2003 | 05/03/2010 | Common Stock | 2,500 | \$ 0 | 2,500 | D | |

| | | | | | | | | | | | | | | | |
|------------------------------|---------|------------|--|----------|--|--|--------|------------|------------|--------------|--------|------|--------|---|--|
| (Right to buy) | | | | | | | | | | | | | | | |
| Stock Options (Right to buy) | \$24.86 | 05/17/2004 | | <u>M</u> | | | 10,000 | 05/09/2004 | 05/09/2011 | Common Stock | 10,000 | \$ 0 | 10,000 | D | |

Explanation of Responses:

- Reflects .007 shares disposed of on November 14, 2003, pursuant to an automatic cash-out of fractional shares under Expeditors 2002 Employee Stock Purchase Plan.

Signatures

L. Manfred Amberger

** Signature of Reporting Person

05/18/2004

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.