SEC Form 4

FORM 4

| UNITED STATES SECU | RIT | ΠE | S | AND |) EX(| CHAI | NGE | COM | MISS | SIO | Ν |
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response: 0.5

| 1. Name and Address of Reporting Person [*] Roddenberry Stephen K | | | 2. Issuer Name and Ticker or Trading Symbol <u>WORLD FUEL SERVICES CORP</u> [INT] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|--|----------|--|------------------------|---|---------------------------------------|--|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/03/2008 | | Director Officer (give title below) | 10% Owner Other (specify below) | | | | |
| ONE S.E. THIRD AVENUE, 28TH FLOOR (Street) MIAMI FL 33131 (City) (State) (Zip) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filir Form filed by One Rej Form filed by More tha Person | porting Person | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | |

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) | Transaction Code (Instr. | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (|
| Common Stock ⁽¹⁾ | 06/03/2008 | | Α | | 2,532 ⁽²⁾ | Α | \$0 ⁽³⁾ | 6,507 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| L | | Σ | | | | - | | | | | | | | | |
|---|---|--|---|------------------------------|---|-------|-----|---|--------------------|--|--|---|--|--|--|
| 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. Transa Code (8) | | of | | 6. Date Exerci Expiration Dat (Month/Day/Ye | e | 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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock- Settled Stock Appreciation Right | \$23.7 ⁽⁴⁾ | 06/03/2008 | | A | | 7,595 | | 06/03/2009 ⁽⁵⁾ | 06/03/2013 | Common Stock | 7,595 | \$0 ⁽⁶⁾ | 7,595 | D | |

Explanation of Responses:

1. These shares were issued as a restricted stock unit grant to the reporting person by the issuer under the issuer's 2006 Omnibus Plan.

2. These restricted stock units will vest in twelve consecutive monthly installments commencing on July 3, 2008. Upon the vesting of these restricted stock units, the actual issuance of these shares will be deferred until the reporting person is no longer a director of the issuer.

3. These restricted stock units were granted to non-employee directors, without payment therefor, as compensation for serving on the Board.

4. The number shown is the closing price for the issuer's common stock on the NYSE on Tuesday, June 3, 2008.

5. These SSARs will vest on the earlier of the day preceding the next annual meeting of the shareholders of the issuer or June 3, 2009.

6. These SSARs were granted to non-employee directors, without payment therefor, as compensation for serving on the Board.

/s/ Stephen K. Roddeberry

** Signature of Reporting Person

06/05/2008

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.