PRICESMART INC
Form 4
November 17, 2006

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

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 *
MARTIN THOMAS D

(Last) (First) (Middle)

9740 SCRANTON ROAD

(Street)

SAN DIEGO, CA 92121-1745

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PRICESMART INC [PSMT]

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP -- Merchandising

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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, $0.0001 par value per share	11/16/2006		M		17,500	A	$ 6.19	46,644	D	
Common Stock, $0.0001 par value per share	11/16/2006		S		205	D	$ 17.48	46,439	D	
Common Stock,	11/16/2006		S		200	D	$ 17.46	46,239	D	

$0.0001 par value per share							
Common Stock, $0.0001 par value per share	11/16/2006	S	4,333	D	$ 17.45	41,906	D
Common Stock, $0.0001 par value per share	11/16/2006	S	3,500	D	$ 17.44	38,406	D
Common Stock, $0.0001 par value per share	11/16/2006	S	6,390	D	$ 17.43	32,016	D
Common Stock, $0.0001 par value per share	11/16/2006	S	100	D	$ 17.42	31,916	D
Common Stock, $0.0001 par value per share	11/16/2006	S	400	D	$ 17.41	31,516	D
Common Stock, $0.0001 par value per share	11/16/2006	S	743	D	$ 17.4	30,773	D
Common Stock, $0.0001 par value per share	11/16/2006	S	767	D	$ 17.39	30,006	D
Common Stock, $0.0001 par value per share	11/16/2006	S	500	D	$ 17.37	29,506	D
Common Stock, $0.0001	11/16/2006	S	300	D	$ 17.36	29,206	D

par value per share								
Common Stock, $0.0001 par value per share	11/16/2006		S	62	D	$ 17.35	29,144	D

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	$ 6.19	11/16/2006		M			17,500	(1)	02/02/2010	Common Stock	17,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN THOMAS D 9740 SCRANTON ROAD SAN DIEGO, CA 92121-1745			EVP -- Merchandising	

Signatures

/s/ Robert M. Gans (Attorney-in-fact)	11/17/2006
**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)	Mr. Martin was granted options to purchase 30,000 shares of Common Stock, $0.0001 par value per share, on 2/2/04. These options vest 34% on 2/2/05 and 33% on each of 2/2/06 and 2/2/07.
(2)	Not applicable.

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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