

SINEGAL JAMES D
Form 4
March 12, 2010

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 *
SINEGAL JAMES D

2. Issuer Name and Ticker or Trading Symbol
COSTCO WHOLESALE CORP /NEW [COST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
999 LAKE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

ISSAQUAH, WA 98027

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/10/2010 | | M | | 150,000 | A | \$ 52.5 |
| Common Stock | 03/10/2010 | | S | | 139,150 | D | Ⓣ |
| Common Stock | | | | | 1,280,649 | I | By LLC |
| Common Stock | | | | | 50,955 | I | By GRAT |
| Common Stock | | | | | 50,955 | I | By Spouse's GRAT |

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

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(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 Number of Shares |
| Stock Option | \$ 52.5 | 03/10/2010 | | M | 150,000 | 04/03/2000 | 04/03/2010 | Common Stock | 150,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SINEGAL JAMES D 999 LAKE DRIVE ISSAQUAH, WA 98027 | X | | President and CEO | |

Signatures

Deanna K. Nakashima,
attorney-in-fact

03/12/2010

**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).

Shares sold as follows: 7450 @ 60.0000 6000 @ 60.0050 9300 @ 60.0100 13100 @ 60.0150 3600 @ 60.0200 1700 @ 60.0250 6600 @ 60.0300 1000 @ 60.0350 9683 @ 60.0400 2700 @ 60.0450 10785 @ 60.0500 1200 @ 60.0550 8400 @ 60.0600 700 @ 60.0650 1300 @ 60.0700 6200 @ 60.0750 7300 @ 60.0800 700 @ 60.0850 4000 @ 60.0900 800 @ 60.0950 5300 @ 60.1000 2100 @ 60.1050 3132 @ 60.1100 900 @ 60.1150 3100 @ 60.1200 100 @ 60.1250 600 @ 60.1300 600 @ 60.1400 300 @ 60.1500 245 @ 60.1600 400 @ 60.1650 500 @ 60.1700 100 @ 60.1800 600 @ 60.1850 1800 @ 60.1900 900 @ 60.1950 1400 @ 60.2000 300 @ 60.2050 1100 @ 60.2100 400 @ 60.2150 300 @ 60.2200 4200 @ 60.2250 2900 @ 60.2300 1300 @ 60.2350 1700 @ 60.2400 55 @ 60.2500 1700 @ 60.2550 300 @ 60.2600 300 @ 60.2700

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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