

DICERCHIO RICHARD D
 Form 4
 December 24, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 DICERCHIO RICHARD 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)
 12/23/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 Senior Executive VP

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 12/23/2009 | | M | | 54,000 | \$ 34.28 | D |
| Common Stock | 12/23/2009 | | M | | 36,000 | \$ 38.79 | D |
| Common Stock | 12/23/2009 | | M | | 54,000 | \$ 39.25 | D |
| Common Stock | 12/23/2009 | | S | | 144,000 | (1) | D |
| Common Stock | | | | | | 275 | I Dana DiCerchio |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 39.25 | 12/23/2009 | | M | 54,000 | 04/02/2002 04/02/2012 | Common Stock | 54,000 |
| Stock Option | \$ 38.79 | 12/23/2009 | | M | 36,000 | 04/02/2002 04/02/2012 | Common Stock | 36,000 |
| Stock Option | \$ 34.28 | 12/23/2009 | | M | 54,000 | 04/24/2001 04/24/2011 | Common Stock | 54,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DICERCHIO RICHARD D 999 LAKE DRIVE ISSAQUAH, WA 98027 | X | | Senior Executive VP | |

Signatures

Deanna K. Nakashima,
attorney-in-fact

12/24/2009

__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) No. of Shares Price 39,159 \$60.00 57,624 \$60.01 400 \$60.03 500 \$60.08 7,900 \$60.10 1,200 \$60.11 7,610 \$60.12 13,990 \$60.13 4,300 \$60.14 453 \$60.17 300 \$60.18 6,400 \$60.19 3,664 \$60.20 100 \$60.21 400 \$60.22

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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