

SINEGAL JAMES D
Form 4
October 19, 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)
10/18/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/18/2010		M		150,000	A	\$ 36.1875
Common Stock	10/18/2010		M		150,000	A	\$ 39.65
Common Stock	10/18/2010		M		150,000	A	\$ 30.41
Common Stock	10/18/2010		S		325,000	D	(1) (2)
Common Stock							1,280,649
						I	By LLC

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Common Stock	39,491	I	By GRAT
Common Stock	39,491	I	By Spouse's GRAT

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 of Number of Shares
Stock Option	\$ 36.1875	10/18/2010		M	150,000	04/02/2001 04/02/2011	Common Stock 150,000
Stock Option	\$ 39.65	10/18/2010		M	150,000	04/01/2002 04/01/2012	Common Stock 150,000
Stock Option	\$ 30.41	10/18/2010		M	150,000	04/01/2003 04/01/2013	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		CEO	

Signatures

Deanna K. Nakashima,
attorney-in-fact

10/19/2010

__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: 28526 @ 63.1500 800 @ 63.1501 1400 @ 63.1502 200 @ 63.1503 300 @ 63.1504 400 @ 63.1508 200 @ 63.1509 100 @ 63.1514 4300 @ 63.1550 6511 @ 63.1600 9095 @ 63.1700 3447 @ 63.1800 2366 @ 63.1900 92 @ 63.1950 30200 @ 63.2000 100 @ 63.2050 500 @ 63.2075 4400 @ 63.2100 117 @ 63.2105 100 @ 63.2109 100 @ 63.2150 11086 @ 63.2500 400 @

(1) 63.2501 200 @ 63.2504 200 @ 63.2506 100 @ 63.2507 3977 @ 63.2550 8432 @ 63.2600 100 @ 63.2601 9521 @ 63.2650 11047 @ 63.2700 600 @ 63.2701 100 @ 63.2703 100 @ 63.2704 100 @ 63.2710 7212 @ 63.2750 734 @ 63.2800 200 @ 63.2801 1300 @ 63.2900 400 @ 63.2950 75874 @ 63.3000 2000 @ 63.3001 800 @ 63.3002 400 @ 63.3003 200 @ 63.3004 100 @ 63.3005 100 @ 63.3006 100 @ 63.3007 100 @ 63.3010 100 @ 63.3025 9798 @ 63.3050 1200 @ 63.3075 24042 @ 63.3100 500 @ 63.3101

200 @ 63.3102 100 @ 63.3107 100 @ 63.3112 100 @ 63.3116 2905 @ 63.3150 12996 @ 63.3200 900 @ 63.3201 300 @ 63.3202 200 @ 63.3203 100 @ 63.3204 200 @ 63.3206 100 @ 63.3212 100 @ 63.3220 200 @ 63.3250 400 @ 63.3275 10283 @ 63.3300 4000 @ 63.3301 200 @ 63.3302 100 @ 63.3307 100 @ 63.3310 100 @ 63.3311 3001 @ 63.3350 1516 @ 63.3400 100 @ 63.3401 100 @

(2) 63.3407 800 @ 63.3450 900 @ 63.3500 300 @ 63.3550 1300 @ 63.3600 2000 @ 63.3601 100 @ 63.3604 1113 @ 63.3650 200 @ 63.3700 600 @ 63.3900 100 @ 63.3905 300 @ 63.3906 6123 @ 63.4000 200 @ 63.4001 300 @ 63.4002 200 @ 63.4005 300 @ 63.4006 76 @ 63.4007 37 @ 63.4050 1800 @ 63.4100 1100 @ 63.4200 3200 @ 63.4201 100 @ 63.4203 100 @ 63.4204 100 @ 63.4207 300 @ 63.4250 573 @ 63.4300

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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