

WOLCOTT KEENE

Form 4

April 21, 2011

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
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 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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WOLCOTT KEENE

(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)  
04/19/2011

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 | 04/19/2011                           |                                                    | S                              |                                                                   | 1,000  | D          | \$ 38.82<br><u>(1)</u>                                                                        | 29,000                                                   | D                                                     |
| Common Stock, \$0.0001 par value per share | 04/19/2011                           |                                                    | M                              |                                                                   | 300    | A          | \$ 16.67                                                                                      | 29,300                                                   | D                                                     |
| Common Stock,                              | 04/19/2011                           |                                                    | S                              |                                                                   | 300    | D          | \$ 39.15<br>(2)                                                                               | 29,000                                                   | D                                                     |

\$0.0001  
par value  
per share

Common  
Stock,

\$0.0001    04/19/2011    M    2,100    A    \$ 16.67    31,100    D

par value  
per share

Common  
Stock,

\$0.0001    04/19/2011    S    2,100    D    \$ 38.7776    29,000    D

par value  
per share

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        | 8. Filing<br>Date<br>(Instr. 3) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|---------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |                                 |
| Stock<br>Options<br>(right to<br>buy)               | \$ 16.67                                                           | 04/19/2011                              |                                                             | M                                    | 300                                                                                                             | <u>(4)</u>                                                     | 10/12/2012         | Common<br>Stock                                                     | 300                                    |                                 |
| Stock<br>Options<br>(right to<br>buy)               | \$ 16.67                                                           | 04/19/2011                              |                                                             | M                                    | 2,100                                                                                                           | <u>(4)</u>                                                     | 10/12/2012         | Common<br>Stock                                                     | 2,100                                  |                                 |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

## Edgar Filing: WOLCOTT KEENE - Form 4

Director   10% Owner   Officer   Other

WOLCOTT KEENE  
9740 SCRANTON ROAD                      X  
SAN DIEGO, CA 92121-1745

## Signatures

/s/ Robert M. Gans as                                              04/21/2011  
Attorney-In-Fact

\_\_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).
  - Reflects the weighted average sale price of the shares sold. The shares were sold in multiple trades at prices ranging from \$38.80 to
  - (1) \$38.84 per share. Mr. Wolcott will provide to the SEC staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
  - Reflects the weighted average sale price of the shares sold. The shares were sold in multiple trades at prices ranging from \$39.15 to
  - (2) \$39.1501 per share. Mr. Wolcott will provide to the SEC staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
  - Reflects the weighted average sale price of the shares sold. The shares were sold in multiple trades at prices ranging from \$38.76 to
  - (3) \$38.79 per share. Mr. Wolcott will provide to the SEC staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
  - Mr. Wolcott was granted options to purchase 3,000 shares of Common Stock, \$0.0001 par value per share, on October 12, 2006. The
  - (4) stock options vested 20% per year beginning on the first anniversary (October 12, 2007) of the date of grant (October 12, 2006) subject to continuous service to the Company.
  - (5) 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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