

SINEGAL JAMES D
Form 4
March 15, 2012

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2012

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

999 LAKE DRIVE
(Street)

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

ISSAQUAH, WA 98027

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/15/2012		S ⁽¹⁾		16,000	D	②
Common Stock					942,708	I	By LLC
Common Stock					94,772	I	By GRAT
Common Stock					94,772	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
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Reporting Owners

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

Signatures

Deanna K. Nakashima,
attorney-in-fact

03/15/2012

**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) This sale was effected pursuant to a 10b5-1 trading plan.

Shares sold as follows: 300 @ 90.3200 600 @ 90.3300 1000 @ 90.3400 1400 @ 90.3500 190 @ 90.3600 200 @ 90.3700 400 @ 90.3800 300 @ 90.3900 500 @ 90.4200 500 @ 90.4500 315 @ 90.4507 400 @ 90.4600 400 @ 90.4700 100 @ 90.4900 300 @ 90.5100 400 @ 90.5104 200 @ 90.5105 100 @ 90.5150 100 @ 90.5200 100 @ 90.5275 200 @ 90.5300 100 @ 90.5350 200 @ 90.5500 300 @ 90.5505 200 @ 90.5600 100 @ 90.5700 300 @ 90.5710 300 @ 90.5800 200 @ 90.5900 100 @ 90.6000 100 @ 90.6150 100 @ 90.6250 100 @ 90.6300 100 @ 90.7000 295 @ 90.7100 100 @ 90.7200 362 @ 90.7300 38 @ 90.7400 100 @ 90.7950 4900 @ 90.8200

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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