

SINEGAL JAMES D
Form 4
March 26, 2009

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)
03/26/2009

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/26/2009 | | M | V Amount (A) or (D) Price \$ 44.9688 | 200,000 A \$ 44.9688 | 856,549 | D |
| Common Stock | 03/26/2009 | | S | V Amount (A) or (D) Price \$ 44.9688 | 200,000 D \$ 44.9688 | 656,549 | D |
| Common Stock | | | | | 1,396,594 | I | By LLC |
| Common Stock | | | | | 30,681 | I | By GRAT |
| Common Stock | | | | | 30,681 | 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 | \$ 44.9688 | 03/26/2009 | | M | 200,000 | 04/01/1999 04/01/2009 | Common Stock | 200,000 | |

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
03/26/2009

**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).

Shares sold as: 7833 @ 48.2200 50000 @ 48.2400 2610 @ 48.2500 5973 @ 48.2600 1805 @ 48.2700 2338 @ 48.2800 2782 @ 48.2900 2000 @ 48.3000 489 @ 48.3100 600 @ 48.3200 4200 @ 48.3300 1700 @ 48.3400 3500 @ 48.3500 3700 @ 48.3600 900 @ 48.3700 (1) 500 @ 48.3800 12298 @ 48.4000 4801 @ 48.4100 1300 @ 48.4200 1200 @ 48.4300 2401 @ 48.4400 18200 @ 48.4500 5800 @ 48.4600 700 @ 48.4700 500 @ 48.4800 19041 @ 48.5000 8206 @ 48.5100 15192 @ 48.5200 2821 @ 48.5300 900 @ 48.5400 1400 @ 48.5500 5210 @ 48.5600 5100 @ 48.5700 1227 @ 48.5800 373 @ 48.5900 640 @ 48.6000 1460 @ 48.6100 300 @ 48.6200

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.