MEISENBACH JOHN W

Form 4

February 11, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

OMB APPROVAL

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| MEISENBACH JOHN W | | | Symbol COSTCO WHOLESALE CORP /NEW [COST] | | | | RP | (Check all applicable) | | | |
|---|--------------------------------------|--|---|---|--|---------|-------------|--|--|---|--|
| (Last) (First) (Middle) 1325 4TH AVE., SUITE 2100 | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/10/2011 | | | | | X Director 10% Owner Officer (give title below) Other (specify below) | | | |
| SEATTLE | (Street) | | | endment, D onth/Day/Yea | U | al | | 6. Individual or Joi: Applicable Line) _X_ Form filed by Or Form filed by Mo Person | ne Reporting Per | rson | |
| (City) | (State) | (Zip) | Tab | le I - Non- | Derivative | Secui | rities Acqu | ired, Disposed of, | or Beneficiall | y Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deeme Execution any (Month/Da | Date, if | 3. Transaction Code (Instr. 8) | 4. Securit our Dispos (Instr. 3, 4 | ed of (| | 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 | 02/10/2011 | | | M | 12,000 | A | \$ 36.1875 | 5 18,000 | D | | |
| Common Stock | 02/10/2011 | | | S | 12,000 | D | <u>(1)</u> | 6,000 | D | | |
| Common Stock | | | | | | | | 50,000 | I | Trustee - RTMT Trust | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

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. Transactio Code (Instr. 8) | | | 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 or Number of Shares |
| Stock Option | \$ 36.1875 | 02/10/2011 | | M | | 12,000 | 04/02/2001 | 04/02/2011 | Common Stock | 12,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| toporting of the remove removes | Director | 10% Owner | Officer | Other | | | |
| MEISENBACH JOHN W 1325 4TH AVE., SUITE 2100 SEATTLE, WA 98101 | X | | | | | | |

Signatures

Deanna K. Nakashima, attorney-in-fact 02/11/2011

**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) Shares sold as follows: 10600 @ 74.4000 100 @ 74.4001 100 @ 74.4200 100 @ 74.4201 100 @ 74.4300 300 @ 74.4700 300 @ 74.4800 400 @ 74.5100

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.

Reporting Owners 2