#### SCHUTT DOUGLAS W

Form 4/A October 03, 2011

### FORM 4

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

30(h) of the Investment Company Act of 1940

**OMB** Number:

3235-0287 January 31, Expires:

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2005 Estimated average burden hours per response... 0.5

**OMB APPROVAL** 

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue.

09/28/2011

09/28/2011

Stock

Stock

Common

See Instruction

Check this box

if no longer

Section 16.

subject to

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * SCHUTT DOUGLAS W |                                      |                                         | Symbol<br>COSTO                                             | 2. Issuer Name and Ticker or Trading Symbol COSTCO WHOLESALE CORP /NEW [COST] |                                                       |        |           | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)                                                                    |                                                          |                                                                   |  |
|------------------------------------------------------------|--------------------------------------|-----------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------|--------|-----------|------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|--|
| (Last) (First) (Middle) 999 LAKE DRIVE                     |                                      |                                         | (Month/                                                     | 3. Date of Earliest Transaction (Month/Day/Year) 09/28/2011                   |                                                       |        |           | Director 10% Owner Selective title Other (specify below) Executive VP                                                                          |                                                          |                                                                   |  |
|                                                            | ISSAQUAF                             | (Street)<br>H, WA 98027                 | Filed(Mo                                                    | 4. If Amendment, Date Original Filed(Month/Day/Year) 09/30/2011               |                                                       |        |           | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |                                                          |                                                                   |  |
|                                                            | (City)                               | (State)                                 | (Zip) Tab                                                   | le I - Non-I                                                                  | Derivative S                                          | Securi | ties Acqu | uired, Disposed of                                                                                                                             | , or Beneficial                                          | ly Owned                                                          |  |
|                                                            | 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8)                                       | 4. Securiti on(A) or Dis (Instr. 3, 4)  Amount 25,000 | posed  | of (D)    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)                             | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|                                                            | Common                               | 09/28/2011                              |                                                             | Δ                                                                             | 25,000                                                | Δ      | (2)       | 102 514                                                                                                                                        | D                                                        |                                                                   |  |

Α

3,039

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

A

F

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

102,514

77,514

D

D

#### Edgar Filing: SCHUTT DOUGLAS W - Form 4/A

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.                | 5.         | 6. Date Exerc    | cisable and | 7. Title  | and          | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-------------------|------------|------------------|-------------|-----------|--------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionNumber |            | Expiration D     | ate         | Amoun     | t of         | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code              | of         | (Month/Day/      | Year)       | Underly   | ying         | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)        | Derivative | e                |             | Securit   | ies          | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    | Securities        |            |                  |             | (Instr. 3 | 3 and 4)     |             | Own    |
|             | Security    |                     |                    |                   | Acquired   |                  |             |           |              |             | Follo  |
|             | •           |                     |                    |                   | (A) or     |                  |             |           |              |             | Repo   |
|             |             |                     |                    |                   | Disposed   |                  |             |           |              |             | Trans  |
|             |             |                     |                    |                   | of (D)     |                  |             |           |              |             | (Instr |
|             |             |                     |                    |                   | (Instr. 3, |                  |             |           |              |             |        |
|             |             |                     |                    |                   | 4, and 5)  |                  |             |           |              |             |        |
|             |             |                     |                    |                   |            |                  |             |           | A manuat     |             |        |
|             |             |                     |                    |                   |            |                  |             |           | Amount       |             |        |
|             |             |                     |                    |                   |            | Date             | Expiration  |           | Or<br>Number |             |        |
|             |             |                     |                    |                   |            | Exercisable Date |             | Number    |              |             |        |
|             |             |                     |                    | C + V             | (A) (D)    |                  |             |           | of           |             |        |
|             |             |                     |                    | Code V            | (A) (D)    |                  |             |           | Shares       |             |        |

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

SCHUTT DOUGLAS W 999 LAKE DRIVE ISSAQUAH, WA 98027

Executive VP

# **Signatures**

Deanna K. Nakashima, attorney-in-fact

10/03/2011

\*\*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).
- Grant was initially made in October 2010 subject to performance conditions concerning fiscal 2011, which have been deemed satisfied by the Compensation Committee of the Board of Directors. The shares of restricted stock subject to performance conditions vest ratably over a four year period from satisfaction based on continued employment with the Company. In addition, under the Stock Incentive Plan, long term employees are eligible for accelerated vesting upon the anniversary of their 25th, 30th and 35th years of service.
- (2) Not applicable. Grant of Restricted Stock Units.

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.

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