

MOULTON PAUL G
Form 4
October 20, 2011

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 *
MOULTON PAUL G

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)
10/19/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP

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)
			Code	V Amount (A) or (D) Price			
Common Stock	10/19/2011		S	20,000 D <u>(1)</u> <u>(2)</u>	54,028	D	
Common Stock	10/19/2011		F	1,794 D \$ 84.38	52,234	D	
Common Stock					15,600	I	Moulton Revocable Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

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. 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 (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOULTON PAUL G 999 LAKE DRIVE ISSAQUAH, WA 98027			Executive VP	

Signatures

Deanna K. Nakashima,
attorney-in-fact

10/20/2011

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: 100 @ 84.5400 100 @ 84.5401 100 @ 84.5500 100 @ 84.5505 100 @ 84.5510 100 @ 84.5600 100 @ 84.5801 100 @ 84.5900 100 @ 84.5901 100 @ 84.5929 400 @ 84.6100 100 @ 84.6201 100 @ 84.6204 500 @ 84.6300 100 @ 84.6301 100 @ 84.6302 100 @ 84.6309 100 @ 84.6310 100 @ 84.6316 100 @ 84.6334 100 @ 84.6335 100 @ 84.6400 100 @ 84.6417 1100 @ 84.6500 100 @ 84.6508 100 @ 84.6519 1300 @ 84.6600 100 @ 84.6642 100 @ 84.6645 718 @ 84.6700 100 @ 84.6701 100 @ 84.6714 100 @ 84.6722 682 @ 84.6800 100 @ 84.6801 100 @ 84.6808 100 @ 84.6813 700 @ 84.6900 600 @ 84.6901 2100 @ 84.7000 700 @ 84.7001 100 @ 84.7004 100 @ 84.7005 200 @ 84.7018 100 @ 84.7024 100 @ 84.7026 1200 @ 84.7200

(2) 100 @ 84.7207 100 @ 84.7212 100 @ 84.7213 100 @ 84.7232 100 @ 84.7300 100 @ 84.7311 100 @ 84.7313 100 @ 84.7317 100 @ 84.7327 100 @ 84.7334 820 @ 84.7400 100 @ 84.7406 100 @ 84.7411 1300 @ 84.7500 100 @ 84.7501 100 @ 84.7505 100 @ 84.7506 100 @ 84.7520 100 @ 84.7524 880 @ 84.7600 200 @ 84.7700 300 @ 84.7701 100 @ 84.7713 100 @ 84.7719 200 @ 84.7800 100 @ 84.7801 100 @ 84.7939 500 @ 84.8000

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.