

McKay John D
Form 4/A
October 24, 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 *
McKay John 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)
10/19/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Vice President

ISSAQUAH, WA 98027
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
10/20/2011

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or Price | | |
| Common Stock | 10/19/2011 | | F | | 905 D \$ 84.38 | 59,782 | D |
| Common Stock | 10/20/2011 | | M | | 10,700 A \$ 43.79 | 59,782 | D |
| Common Stock | 10/20/2011 | | S | | 10,700 D <u>1</u> | 49,082 | D |
| Common Stock | 10/21/2011 | | M | | 26,800 A \$ 43.79 | 86,582 | D |
| Common Stock | 10/21/2011 | | S | | 26,800 D \$ 84.91 | 59,782 | D |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 43.79 | 10/20/2011 | | M | 10,700 | 04/01/2005 04/01/2015 | Common Stock | 10,700 |
| Stock Option | \$ 43.79 | 10/21/2011 | | M | 26,800 | 04/01/2005 04/01/2015 | Common Stock | 26,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McKay John D 999 LAKE DRIVE ISSAQUAH, WA 98027 | | | Executive Vice President | |

Signatures

Deanna K. Nakashima,
attorney-in-fact

10/24/2011

**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).

Shares sold as follows: 6,030 @ 84.5000 300 @ 84.5001 200 @ 84.5004 100 @ 84.5006 200 @ 84.5007 300 @ 84.5011 100 @ 84.5012 (1) 100 @ 84.5013 200 @ 84.5018 100 @ 84.5020 100 @ 84.5026 1,000 @ 84.5100 300 @ 84.5101 100 @ 84.5119 100 @ 84.5125 397 @ 84.5200 100 @ 84.5201 100 @ 84.5225 100 @ 84.5230 200 @ 84.5300 573 @ 84.5400

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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