SINEGAL JAMES D

Form 4

January 26, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

obligations may continue. See Instruction

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

1(b).

(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	3. Date of Earliest Transaction (Month/Day/Year) 01/25/2012	_X_ Director 10% Owner Officer (give title below) Cher (specify below)		
(Street) ISSAQUAH, WA 98027	4. If Amendment, Date Original Filed(Month/Day/Year)	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) (Z	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)	Code (Instr. 8)	(A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	D) or Beneficial ownership		
Common Stock	01/25/2012		Code V $S_{\underline{(1)}}$	Amount 16,000	(D)	Price (2)	786,281	D		
Common Stock							1,119,410	I	By LLC	
Common Stock							60,964	I	By GRAT	
Common Stock							60,964	I	By Spouse's GRAT	

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

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SEC 1474 (9-02)

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	Transactio	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Ziicicisdoic	2		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
SINEGAL JAMES D							
999 LAKE DRIVE	X						
ISSAOUAH, WA 98027							

Signatures

Deanna K. Nakashima, attorney-in-fact 01/26/2012

**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) This sale was effected pursuant to a 10b5-1 trading plan.

Shares sold as follows: 800 @ 81.2450 250 @ 81.2600 300 @ 81.2700 300 @ 81.2750 100 @ 81.2800 200 @ 81.2900 350 @ 81.3000 300 @ 81.3050 300 @ 81.3100 700 @ 81.3200 300 @ 81.3300 700 @ 81.3500 6400 @ 81.3600 600 @ 81.3700 300 @ 81.3713 300 @ 81.3722 217 @ 81.3800 600 @ 81.3850 583 @ 81.3900 200 @ 81.4000 500 @ 81.4100 200 @ 81.4101 300 @ 81.4150 600 @ 81.4200 100 @ 81.4250 200 @ 81.4300 100 @ 81.4400 200 @ 81.4500

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