Edgar Filing: Murphy James P. - Form 4

Murphy Jame	es P.										
Form 4											
September 28	3, 2012										
	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								PPROVAL 3235-0287		
subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						January 31 2009 Estimated average burden hours per response 0.5					
(Print or Type R	esponses)										
Murphy James P. Symbol COST			Symbol	er Name and Ticker or Trading CO WHOLESALE CORP [COST]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(1			3. Date of Earliest Transaction(Month/Day/Year)09/26/2012					Director 10% Owner X Officer (give title Other (specify below) below) Executive VP			
				f Amendment, Date Original ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ISSAQUAH	, WA 98027							Form filed by M Person			
(City)	(State) (Z	Zip)	Table	e I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		Code (Instr. 8)	4. Securiti on(A) or Dis (D) (Instr. 3, 4	and 5 (A) or	of 5)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	09/26/2012			Code V A	Amount 25,000 (1)	(D) A	Price (2)		D		

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 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)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting o when reality read too	Director	10% Owner	Officer	Other				
Murphy James P. 999 LAKE DRIVE ISSAQUAH, WA 98027			Executive VP					
Signatures								
Deanna K. Nakashima, attorney-in-fact		09/28/20	012					
**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 2011 subject to performance conditions concerning fiscal 2012, 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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