

COSTCO WHOLESALE CORP /NEW

Form 4

March 21, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

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

ISSAQUAH, WA 98027-8990

(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	03/17/2005		M		100,000	A	\$ 6.6563	913,926 D
Common Stock	03/17/2005		S		100,000	D	\$ 0 ⁽¹⁾	813,926 D
Common Stock								1,942,143 I By LLC
Common Stock								230 I By GRAT
Common Stock								230 I By Spouse's GRAT

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option	\$ 6.6563	03/17/2005		M	100,000	05/26/1995 05/25/2005	Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SINEGAL JAMES D 999 LAKE DRIVE ISSAQUAH, WA 98027-8990	X President and CEO

Signatures

James D Sinegal 03/21/2005
 **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).

Number of Shares Price 700@ \$44.3400 3,736@ \$44.1854 100@ \$44.3500 3,100@ \$44.2648 1,780@ \$44.3900 5,200@ \$44.2263 76@ \$44.3200 87@ \$44.1200 20@ \$44.3400 3,800@ \$44.2861 2,100@ \$44.3300 188@ \$44.1400 700@ \$44.4000 300@ \$44.3700 100@ \$44.3200 153@ \$44.1800 2,100@ \$44.3576 100@ \$44.3800 2,532@ \$44.1000 186@ \$44.1700 4,678@ \$44.1498 1,254@ \$44.2300
 (1) 100@ \$44.3100 200@ \$44.1800 4,400@ \$44.3098 100@ \$44.2800 2,116@ \$44.2338 100@ \$44.1900 3,376@ \$44.2285 4,342@ \$44.1726 58@ \$44.2400 18@ \$44.1000 2,100@ \$44.2824 100@ \$44.2200 14,957@ \$44.1100 7,796@ \$44.0957 100@ \$44.2900 11,155@ \$44.1200 100@ \$44.3000 3,400@ \$44.1300 1,930@ \$44.1205 3,686@ \$44.3198 200@ \$44.3100 114@ \$44.3400 200@ \$44.3300 100@ \$44.2900 1,100@ \$44.3264 100@ \$44.3300 5,062@ \$44.2257

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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