

SINEGAL JAMES D

Form 4

March 26, 2009

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

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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)
03/26/2009

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

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	03/26/2009		M		200,000	A	\$ 44.9688
Common Stock	03/26/2009		S		200,000	D	44.9688
Common Stock							1,396,594
Common Stock							30,681
Common Stock							30,681
							By LLC
							By GRAT
							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	\$ 44.9688	03/26/2009		M	200,000	04/01/1999 04/01/2009	Common Stock 200,000

Reporting Owners

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

Signatures

Deanna K. Nakashima,
attorney-in-fact 03/26/2009

__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: 7833 @ 48.2200 50000 @ 48.2400 2610 @ 48.2500 5973 @ 48.2600 1805 @ 48.2700 2338 @ 48.2800 2782 @ 48.2900
2000 @ 48.3000 489 @ 48.3100 600 @ 48.3200 4200 @ 48.3300 1700 @ 48.3400 3500 @ 48.3500 3700 @ 48.3600 900 @ 48.3700
(1) 500 @ 48.3800 12298 @ 48.4000 4801 @ 48.4100 1300 @ 48.4200 1200 @ 48.4300 2401 @ 48.4400 18200 @ 48.4500 5800 @
48.4600 700 @ 48.4700 500 @ 48.4800 19041 @ 48.5000 8206 @ 48.5100 15192 @ 48.5200 2821 @ 48.5300 900 @ 48.5400 1400 @
48.5500 5210 @ 48.5600 5100 @ 48.5700 1227 @ 48.5800 373 @ 48.5900 640 @ 48.6000 1460 @ 48.6100 300 @ 48.6200

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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