

PRICE ROBERT E
Form 5
October 12, 2012

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
PRICE ROBERT E

2. Issuer Name and Ticker or Trading Symbol
PRICESMART INC [PSMT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
08/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

7979 IVANHOE AVENUE, SUITE 520

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LA JOLLA, CA 92037

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/01/2011	Â	J	18,805 (1) D	\$ 0 0	I	As co-trustee of the Rebecca Price Trust UTD 9/22/89 (2)
Common Stock	11/21/2011	Â	G	1,429 D	\$ 0 786,149	I	As co-trustee of the Robert and Allison

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Common Stock	02/06/2012	Â	G	13,119	D	\$ 0	773,030	I	Price Trust UDT 1/10/75 ⁽³⁾ As co-trustee of the Robert and Allison Price Trust UDT 1/10/75 ⁽³⁾
Common Stock	05/11/2012	Â	G	30,000	D	\$ 0	743,030	I	As co-trustee of the Robert and Allison Price Trust UDT 1/10/75 ⁽³⁾
Common Stock	07/11/2012	Â	G	1,000	D	\$ 0	742,030	I	As co-trustee of the Robert and Allison Price Trust UDT 1/10/75 ⁽³⁾
Common Stock	Â	Â	Â	Â	Â	Â	2,245,168	I	As co-trustee of the Robert and Allison Price Charitable Trust ⁽⁴⁾
Common Stock	Â	Â	Â	Â	Â	Â	944,315	I	As co-manager of The Price Group LLC ⁽⁵⁾
Common Stock	Â	Â	Â	Â	Â	Â	18,805	I	As co-trustee of the Sarah Price Trust UTD 9/22/89 ⁽⁶⁾
Common Stock	Â	Â	Â	Â	Â	Â	18,805	I	As co-trustee of the David Price Trust UTD 9/22/89 ⁽⁷⁾
Common Stock	Â	Â	Â	Â	Â	Â	80	D	Â

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

SEC 2270 (9-02)

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)

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)	8. Price of Derivative Security (Instr. 5)	9. Other
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRICE ROBERT E 7979 IVANHOE AVENUE SUITE 520 LA JOLLA, CA 92037	X	X		

Signatures

/s/ Robert E. Price
10/12/2012

**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) These shares were transferred to the beneficiary of the Rebecca Price Trust UTD 9/22/89 upon dissolution of the trust for no consideration.
 - (2) The reporting person served as co-trustee of this trust with his wife Allison Price and their adult daughter Rebecca Price Brewer. The reporting person and his wife each disclaim beneficial ownership of the securities held by this trust except to the extent of their respective pecuniary interest therein.
 - (3) The reporting person and his wife Allison Price are co-trustees of this trust.
 - (4) The reporting person and his wife Allison Price are co-trustees of this trust. The reporting person and his wife each disclaim beneficial ownership of the securities held by this trust except to the extent of their respective pecuniary interest therein.
 - (5) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (6) The reporting person serves as co-trustee of this trust with his wife Allison Price and their adult daughter Sarah Price Keating. The reporting person and his wife each disclaim beneficial ownership of the securities held by this trust except to the extent of their

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respective pecuniary interest therein.

- (7) The reporting person serves as co-trustee of this trust with his wife Allison Price and their adult son David Price. The reporting person and his wife each disclaim beneficial ownership of the securities held by this trust except to the extent of their pecuniary interest therein.

^

Remarks:

*^ The^ reporting^ person's^ wife,^ Allison^ Price,^ may^ also^ be^ deemed^ a^ greater^ than^ 10%^ beneficial^ o

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.