

COSTCO WHOLESALE CORP /NEW
 Form 4
 October 24, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 EVANS DANIEL J

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)
 5215 NE 45TH ST.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/20/2011

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

SEATTLE, WA 98105

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| | | | Code | V | Amount | | | | | |
| Common Stock | 10/20/2011 | | M | | 12,000 | A | \$ 37.35 | 20,200 | D | |
| Common Stock | 10/20/2011 | | M | | 12,000 | A | \$ 43.79 | 32,200 | D | |
| Common Stock | 10/20/2011 | | S | | 24,000 | D | (1) (2) | 8,200 | D | |
| Common Stock | 10/21/2011 | | M | | 12,000 | A | \$ 30.41 | 20,200 | D | |
| Common Stock | 10/21/2011 | | S | | 4,379 | D | (3) | 15,821 | D | |

| | | | |
|-----------------|-------|---|---------------------------------|
| Common Stock | 9,600 | I | The Evans Revocable Trust |
|-----------------|-------|---|---------------------------------|

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.

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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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
| | | | | | | Date Exercisable | Expiration Date | Title | |
| | | | | | | Code | V | (A) | (D) |
| Stock Option | \$ 43.79 | 10/20/2011 | | M | 12,000 | 04/01/2005 | 04/01/2015 | Common Stock | 12,000 |
| Stock Option | \$ 37.35 | 10/20/2011 | | M | 12,000 | 04/01/2004 | 04/01/2014 | Common Stock | 12,000 |
| Stock Option | \$ 30.41 | 10/21/2011 | | M | 12,000 | 04/01/2003 | 04/01/2013 | Common Stock | 12,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EVANS DANIEL J 5215 NE 45TH ST. SEATTLE, WA 98105 | | X | | |

Signatures

| | |
|--|------------|
| Deanna K. Nakashima, attorney-in-fact | 10/24/2011 |
|--|------------|

__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) Shares sold as follows: 2052 @ 84.2000 100 @ 84.2001 100 @ 84.2005 100 @ 84.2019 100 @ 84.2028 100 @ 84.2036 100 @ 84.2050 1322 @ 84.2100 700 @ 84.2101 100 @ 84.2115 100 @ 84.2125 100 @ 84.2126 500 @ 84.2150 100 @ 84.2154 1400 @ 84.2200 100 @ 84.2225 100 @ 84.2228 200 @ 84.2250 1326 @ 84.2300 300 @ 84.2301 100 @ 84.2305 100 @ 84.2308 100 @ 84.2312 100 @ 84.2316 100 @ 84.2325 100 @ 84.2330 100 @ 84.2349 200 @ 84.2350 100 @ 84.2375 300 @ 84.2400 100 @ 84.2417 100 @ 84.2428 985 @ 84.2500 100 @ 84.2510 100 @ 84.2530 588 @ 84.2600 100 @ 84.2628 100 @ 84.2635 100 @ 84.2650 100 @ 84.2667 400 @ 84.2700 100 @ 84.2775 527 @ 84.2800

(2) Shares sold as follows (continued) 100 @ 84.2801 100 @ 84.2804 100 @ 84.2811 100 @ 84.2817 100 @ 84.2821 100 @ 84.2825 500 @ 84.2900 300 @ 84.2901 200 @ 84.2914 15 @ 84.3000 400 @ 84.3124 100 @ 84.3200 132 @ 84.3300 100 @ 84.3316 453 @ 84.3400 100 @ 84.3406 100 @ 84.3450 529 @ 84.3500 100 @ 84.3530 271 @ 84.3600 100 @ 84.3650 145 @ 84.3800 200 @ 84.3900 100 @ 84.3934 100 @ 84.3950 1432 @ 84.4000 1666 @ 84.4050 82 @ 84.4100 100 @ 84.4200 100 @ 84.4202 111 @ 84.4250 55 @ 84.4300 309 @ 84.4350 100 @ 84.4417 100 @ 84.4500 100 @ 84.4550 200 @ 84.4554 700 @ 84.4600 500 @ 84.4700 100 @ 84.4800 100 @ 84.4875

(3) Shares sold as follows: 1,338 @ \$84.9950 198 @ \$85.0000 46 @ \$85.0100 354 @ \$85.0200 2,443 @ \$85.0300

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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