SINEGAL JAMES D

Form 4

December 13, 2012

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

**OMB APPROVAL** 

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SINEGAL JAMES D			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			COSTCO WHOLESALE CORP /NEW [COST]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
999 LAKE DRIVE			12/12/2012				
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ICCACITATI	WA 00027		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
ISSAQUAH, WA 98027				Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owne			

(5)	(2)	Tab	ole I - Non-	Derivative	Secui	rities Acquii	rea, Disposea of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		(D) 55) Price	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)
Common Stock	12/12/2012		S <u>(1)</u>	16,000	D	\$ 99.0179 (2)	931,860	D	
Common Stock	12/12/2012		A	2,680 (3)	A	\$ 98.31	934,540	D	
Common Stock							942,708	I	By LLC
Common Stock							84,669	I	By GRAT
Common Stock							84,669	I	By Spouse's

**GRAT** 

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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu Deriv
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	(Month/Day/Year)	Code (Instr. 8)	ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Secur Bene Own 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							
	Director	10% Owner	Officer	Other				
SINEGAL JAMES D 999 LAKE DRIVE ISSAQUAH, WA 98027	X							

# **Signatures**

Deanna K. Nakashima, 12/13/2012 attorney-in-fact

\*\*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) This sale was effected pursuant to a 10b5-1 trading plan.
  - The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$99.00 to \$99.06 per
- (2) share. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (3) Represents additional restricted stock units ("RSUs") resulting from the upward adjustment of outstanding unvested RSUs by a factor of 1.0763 in connection with the \$7.00 per share special cash dividend payable by the issuer to shareholders of record on December 10,

Reporting Owners 2

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2012. The adjustment was required under the plan documents governing the grants. The RSUs reported are subject to the same vesting schedules as the original RSUs to which they relate.

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.