SINEGAL JAMES D

Form 4

October 20, 2011

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(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) 999 LAKE DI	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/19/2011	X Director 10% OwnerX Officer (give title Other (specify below) CEO
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person
ISSAQUAH, WA 98027				Form filed by More than One Reporting Person

(City)	(State)	Zip) Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly 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 stor(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	10/19/2011		S <u>(1)</u>	8,000	D	<u>(2)</u>	837,962	D	
Common Stock	10/19/2011		F	3,588	D	\$ 84.38	834,374	D	
Common Stock							1,119,410	I	By LLC
Common Stock							60,964	I	By GRAT
Common Stock							60,964	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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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

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	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumber	Expiration Da	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	Derivative	e		Securit	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable 1	Date		Number	
									of	
				Code	V (A) (D)				Shares	

Reporting Owners

	Relationships						
tor 10	0% Owner	Officer	Other				
		CEO					
	etor 10	_					

Signatures

Deanna K. Nakashima, attorney-in-fact 10/20/2011

**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) This sale was effected pursuant to a 10b5-1 trading plan.

Shares sold as follows: 1,000 @ 84.3900 200 @ 84.4207 57 @ 84.4500 139 @ 84.4800 100 @ 84.5100 100 @ 84.5600 100 @ 84.6000 700 @ 84.7400 200 @ 84.7500 102 @ 84.7600 700 @ 84.7700 700 @ 84.7800 300 @ 84.8100 200 @ 84.8200 100 @ 84.8300 200 @ 84.8500 100 @ 84.8600 300 @ 84.8700 200 @ 84.8800 300 @ 84.8900 600 @ 84.9000 300 @ 84.9100 200 @ 84.9200 500 @ 84.9300 202 @ 84.9400 98 @ 84.9500 180 @ 84.9600 22 @ 84.9700 100 @ 84.9800

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.

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