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COSTCO WHOLESALE CORP / NEW

Form 4

October 19, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * DICERCHIO RICHARD 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		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/17/2009	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Senior Executive VP
	(Street)		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) 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. Transactic Code (Instr. 8)	4. Securities Acquired (A) Cransaction Disposed of (D) Code (Instr. 3, 4 and 5) Instr. 8) (A) or		(D)	5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/17/2009		F	1,658	D	\$ 58.48	180,737	D	
Common Stock	10/19/2009		M	18,000	A	\$ 49.8125	198,737	D	
Common Stock	10/19/2009		M	72,000	A	\$ 43	270,737	D	
Common Stock	10/19/2009		S	90,000	D	<u>(1)</u>	180,737	D	
Common Stock							100	I	Dana DiCerchio

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 or Number of Shares
Stock Option	\$ 49.8125	10/19/2009		M		18,000	03/13/2000	03/13/2010	Common Stock	18,000
Stock Option	\$ 43	10/19/2009		M		72,000	03/13/2000	03/13/2010	Common Stock	72,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
DICERCHIO RICHARD D 999 LAKE DRIVE	X		Sonion Evacutiva VD					
ISSAQUAH, WA 98027	Λ		Senior Executive VP					

Signatures

Deanna K. Nakashima, 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) No. of Shares Price 1700 59.1000 6200 59.1100 5100 59.1200 11337 59.1300 200 59.1325 7255 59.1400 100 59.1425 6950 59.1500 400 59.1525 16358 59.1600 100 59.1625 18500 59.1700 200 59.1725 14000 59.1800 1600 59.1900

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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