

MEISENBACH JOHN W
Form 4
May 31, 2011

FORM 4

**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).

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 *
MEISENBACH JOHN W

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)

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

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

1325 4TH AVE., SUITE 2100

05/27/2011

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

SEATTLE, WA 98101

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/27/2011		M		12,000	A	\$ 39.65
Common Stock	05/27/2011		M		2,300	A	\$ 37.35
Common Stock	05/27/2011		M		12,000	A	\$ 43.79
Common Stock	05/27/2011		S		26,300	D	Ⓣ
Common Stock							
Common Stock					50,000	I	Trustee - RTMT Trust

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

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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
Stock Option	\$ 39.65	05/27/2011		M	12,000	04/01/2002 04/01/2012	Common Stock	12,000
Stock Option	\$ 37.35	05/27/2011		M	2,300	04/01/2004 04/01/2014	Common Stock	2,300
Stock Option	\$ 43.79	05/27/2011		M	12,000	04/01/2005 04/01/2015	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEISENBACH JOHN W 1325 4TH AVE., SUITE 2100 SEATTLE, WA 98101		X		

Signatures

Deanna K. Nakashima,
attorney-in-fact

05/31/2011

__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: 1619 @ 80.8100 500 @ 80.8101 100 @ 80.8200 100 @ 80.8300 200 @ 80.8301 100 @ 80.8307 381 @ 80.8400 500 @ 80.8401 1500 @ 80.8600 600 @ 80.8900 700 @ 80.9200 700 @ 80.9201 5540 @ 80.9300 860 @ 80.9311 800 @ 80.9400 100 @ 80.9401 400 @ 80.9450 700 @ 80.9600 100 @ 80.9700 1000 @ 81.0410 100 @ 81.0900 100 @ 81.1000 100 @ 81.1200 200 @ 81.1501 100 @ 81.1600 100 @ 81.2000 100 @ 81.2003 600 @ 81.2136 200 @ 81.2412 200 @ 81.2516 400 @ 81.2562 300 @ 81.2800 300 @ 81.2900 900 @ 81.3000 400 @ 81.3200 100 @ 81.3206 400 @ 81.3209 200 @ 81.3300 300 @ 81.3400 200 @ 81.3511 500 @ 81.3520

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200 @ 81.3600 200 @ 81.3750 825 @ 81.3878 175 @ 81.3900 200 @ 81.3904 300 @ 81.4000 100 @ 81.4116 500 @ 81.4140 900 @
81.4300 500 @ 81.4400 100 @ 81.4405

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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