

COSTCO WHOLESALE CORP /NEW  
Form 4  
March 11, 2015

**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 \*  
JELINEK W CRAIG

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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/09/2015

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

ISSAQUAH, WA 98017

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 03/09/2015                           |  | M                              |   | 20,000  | A  | \$ 39.02  |
| Common Stock                    | 03/09/2015                           |  | S                              |   | 20,000  | D  | \$ 150.7097<br>(1)                                    |
| Common Stock                    | 03/10/2015                           |  | M                              |   | 20,000  | A  | \$ 39.02  |
| Common Stock                    | 03/10/2015                           |  | S                              |   | 20,000  | D  | \$ 148.7249<br>(2)                                    |
|                                 | 03/11/2015                           |  | M                              |   | 20,000  | A  | \$ 39.02  |

Common  
Stock

|                 |            |   |        |   |                |         |   |
|-----------------|------------|---|--------|---|----------------|---------|---|
| Common<br>Stock | 03/11/2015 | S | 20,000 | D | \$<br>147.8108 | 249,320 | D |
|                 |            |   |        |   | <u>(3)</u>     |         |   |

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 |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Stock Option                               | \$ 39.02   | 03/09/2015                           |  | M                              | 20,000  | 04/01/2005   | 04/01/2015  | Common Stock               | 20,000 |
| Stock Option                               | \$ 39.02   | 03/10/2015                           |  | M                              | 20,000  | 04/01/2005   | 04/01/2015  | Common Stock               | 20,000 |
| Stock Option                               | \$ 39.02   | 03/11/2015                           |  | M                              | 20,000  | 04/01/2005   | 04/01/2015  | Common Stock               | 20,000 |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| JELINEK W CRAIG<br>999 LAKE DRIVE<br>ISSAQUAH, WA 98017 | X             |           | President and CEO |       |

## Signatures

Deanna K. Nakashima,  
attorney-in-fact

03/11/2015

\_\_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) The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$150.60 to \$150.92 per 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.

(2) The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$148.42 to \$149.14 per 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) The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$147.62 to \$148.19 per 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.

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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