

WALKER THOMAS KIRK

Form 4

October 12, 2010

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WALKER THOMAS KIRK

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)  
10/08/2010

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Executive VP

999 LAKE DRIVE

(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  
\_\_\_\_ Form filed by More than One Reporting  
Person

ISSAQUAH, WA 98027

(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	10/08/2010		M		31,000	A	\$ 43.79	248,165 D
Common Stock	10/08/2010		M		12,000	A	\$ 33.75	260,165 D
Common Stock	10/08/2010		S		43,000	D	<u>11</u>	217,165 D

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**

SEC 1474  
(9-02)

number.

**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 43.79	10/08/2010		M		31,000		04/01/2005	04/01/2015	Common Stock	31,000
Stock Option	\$ 33.75	10/08/2010		M		12,000		04/01/2003	04/01/2013	Common Stock	12,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER THOMAS KIRK 999 LAKE DRIVE ISSAQUAH, WA 98027			Executive VP	

## Signatures

Deanna K. Nakashima,  
attorney-in-fact

10/12/2010

\_\_\_\_\_  
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: 1100 @ 64.1600 1500 @ 64.1700 518 @ 64.1800 100 @ 64.1900 4064 @ 64.2000 618 @ 64.2100 100 @ 64.2200 1300 @ 64.2400 100 @ 64.2800 200 @ 64.3000 1700 @ 64.3200 492 @ 64.3500 1400 @ 64.3600 200 @ 64.3800 1400 @ 64.3900 100 @ 64.3929 3297 @ 64.4000 1600 @ 64.4100 700 @ 64.4200 2300 @ 64.4300 200 @ 64.4400 2402 @ 64.4500 100 @ 64.4501 311 @ 64.4600 200 @ 64.4650 2213 @ 64.4700 700 @ 64.4701 100 @ 64.4709 300 @ 64.4800 300 @ 64.5100 1400 @ 64.5200 5585 @ 64.5300 1200 @ 64.5301 100 @ 64.5312 700 @ 64.5600 533 @ 64.5900 499 @ 64.6000 600 @ 64.6100 868 @ 64.6400 100 @ 64.6408 1600 @ 64.7000 200 @ 64.7100

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.