

BROTMAN JEFFREY H

Form 4

April 26, 2011

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROTMAN JEFFREY H

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)

ISSAQUAH, WA 98027

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2011

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

Chairman of the Board

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

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	04/25/2011		M		100,000	A	\$ 39.65	180,392	D	
Common Stock	04/25/2011		S		100,000	D	<u>(1)</u>	80,392	D	
Common Stock	04/26/2011		M		50,000	A	\$ 39.65	130,392	D	
Common Stock	04/26/2011		S		50,000	D	<u>(2)</u>	80,392	D	
Common Stock								20	I	Justin Brotman

Common Stock	736,703.04 (3)	I	1984 Brotman Family 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option	\$ 39.65	04/25/2011		M		100,000		04/01/2002	04/01/2012	Common Stock	100,000
Stock Option	\$ 39.65	04/26/2011		M		50,000		04/01/2002	04/01/2012	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BROTMAN JEFFREY H 999 LAKE DRIVE ISSAQUAH, WA 98027	X Chairman of the Board

Signatures

Deanna K. Nakashima,
attorney-in-fact 04/26/2011

__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: 51644 @ 78.5000 100 @ 78.5001 100 @ 78.5003 1486 @ 78.5100 500 @ 78.5101 100 @ 78.5103 100 @ 78.5105 100 @ 78.5109 200 @ 78.5112 100 @ 78.5113 200 @ 78.5117 200 @ 78.5120 543 @ 78.5150 928 @ 78.5200 408 @ 78.5300 200 @ 78.5400 200 @ 78.5450 5078 @ 78.5500 300 @ 78.5501 100 @ 78.5502 100 @ 78.5506 100 @ 78.5508 100 @ 78.5512 1237 @

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78.5550 3558 @ 78.5600 42 @ 78.5609 100 @ 78.5625 100 @ 78.5630 600 @ 78.5650 500 @ 78.5700 16223 @ 78.6000 3000 @ 78.6001 100 @ 78.6002 100 @ 78.6004 200 @ 78.6008 200 @ 78.6011 100 @ 78.6025 300 @ 78.6050 2504 @ 78.6100 1001 @ 78.6200 100 @ 78.6202 300 @ 78.6206 100 @ 78.6207 100 @ 78.6212 1443 @ 78.6250 4205 @ 78.6300 1000 @ 78.6500

Shares sold as follows: 23444 @ 78.5000 400 @ 78.5100 100 @ 78.5300 3357 @ 78.6000 1664 @ 78.6100 200 @ 78.6101 100 @ 78.6110 1309 @ 78.6200 100 @ 78.6205 1155 @ 78.6300 200 @ 78.6305 131 @ 78.6313 69 @ 78.6317 200 @ 78.6350 2263 @ (2) 78.6400 200 @ 78.6475 1545 @ 78.6500 200 @ 78.6505 200 @ 78.6516 563 @ 78.6600 1701 @ 78.6700 1200 @ 78.6800 1600 @ 78.6900 3743 @ 78.7000 1100 @ 78.7100 700 @ 78.7300 100 @ 78.7355 356 @ 78.7500 200 @ 78.7550 100 @ 78.7606 600 @ 78.7700 100 @ 78.7716 400 @ 78.8200 700 @ 78.8400

- (3) Mr. Brotman disclaims beneficial ownership of shares owned by the trust. Mr. Brotman is not a trustee of this trust nor does he have investment control over the trust's assets. Mr. Brotman is one of a number of beneficiaries of the trust.

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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