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COSTCO WHOLESALE CORP /NEW

Form 5

October 11, 2005

FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Check this box if
The largest subject.

Washington, D.C. 20549

Number: 3235-0362 Expires: January 31, 2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Filed(Month/Day/Year)

Form 4 Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer SINEGAL JAMES D Symbol COSTCO WHOLESALE CORP (Check all applicable) /NEW [COST] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner _X_ Officer (give title Other (specify (Month/Day/Year) below) below) 08/28/2005 President and CEO C/O COSTCO WHOLESALE CORP., Â 999 LAKE DRIVE 6. Individual or Joint/Group Reporting (Street) 4. If Amendment, Date Original

ISAQUAH, WAÂ 98027

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

(check applicable line)

(City)	(State)	Zip) Table	e I - Non-Deri	vative Secu	urities	Acqui	red, Disposed of	f, or Beneficial	ly 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. Securiti (A) or Dis (D) (Instr. 3, 4	sposed	of	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/22/2004	Â	<u>G(1)</u>	26,787	D	\$0	813,926	D	Â
Common Stock	11/29/2004	Â	J <u>(2)</u>	6,100	A	\$0	820,026	D	Â
Common Stock	03/21/2005	Â	<u>J(3)</u>	8,022	A	\$0	828,048	D	Â
Common Stock	03/21/2005	Â	J <u>(3)</u>	9,726	A	\$0	837,774	D	Â

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Common Stock	03/21/2005	Â	J <u>(3)</u>	6,100	A	\$ 0	843,874	D	Â
Common Stock	03/22/2005	Â	J(2)	5,900	A	\$ 0	849,774	D	Â
Common Stock	03/22/2005	Â	J(2)	5,900	A	\$0	855,674	D	Â
Common Stock	11/29/2004	Â	G	6,064 (4)	D	\$0	1,936,079	I	By LLC
Common Stock	11/29/2004	Â	G	6,064 (4)	D	\$0	1,930,015	I	By LLC
Common Stock	11/29/2004	Â	G	8,022 (4)	D	\$ 0	1,921,993	I	By LLC
Common Stock	11/29/2004	Â	G	8,022 (4)	D	\$ 0	1,913,971	I	By LLC
Common Stock	03/21/2005	Â	G	3,833 (4)	D	\$0	1,910,138	I	By LLC
Common Stock	03/21/2005	Â	G	3,833 (4)	D	\$ 0	1,906,305	I	By LLC
Common Stock	03/21/2005	Â	G	2,174 (4)	D	\$ 0	1,904,131	I	By LLC
Common Stock	03/21/2005	Â	G	2,174 (4)	D	\$ 0	1,901,957	I	By LLC
Common Stock	03/21/2005	Â	G	8,022 (5)	A	\$ 0	1,909,979	I	By LLC
Common Stock	03/21/2005	Â	G	17,748 (3)	D	\$ 0	1,892,231	I	By LLC
Common Stock	03/21/2005	Â	G	4,082 (6)	A	\$ 0	4,312	I	By GRAT
Common Stock	03/21/2005	Â	G	4,082 (6)	A	\$ 0	4,312	I	By Spouse's GRAT

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.

SEC 2270 (9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Amount of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Se
	Derivative				Securities		(Instr. 3 and 4)		В
	Security				Acquired				О

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(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)
(A) (D) Date Expiration Title Amount
Exercisable Date or

Is

Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
SINEGAL JAMES D C/O COSTCO WHOLESALE CORP. 999 LAKE DRIVE ISAOUAH Â WA Â 98027	ÂΧ	Â	President and CEO	Â			

Signatures

Deanna K. Nakashima, attorney-in-fact 10/11/2005

**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) Personal gift.
- (2) Represents shares distributed to spouse of reporting person by a GRAT of which she is the sole trustee.
- (3) Represents shares distributed from LLC to reporting person.
- (4) Represents transfer of shares from LLC co-managed by reporting person and spouse, each of whom holds a 50% ownership interest in the LLC, to two grantor retained annuity trusts ("GRAT"); reporting person and spouse are the sole trustees of their respective GRATs.
- (5) Represents adjustment transfer from GRATs to LLC.
- (6) Represents shares distributed from LLC to GRAT.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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