

WALKER THOMAS KIRK
Form 4
October 17, 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 *
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)
999 LAKE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/14/2011

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

ISSAQUAH, WA 98027

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | (A) or (D) Code V | Amount | Price | | |
| Common Stock | 10/14/2011 | | M | 44,000 | A | \$ 43.79 | 297,763 | D |
| Common Stock | 10/14/2011 | | S | 44,000 | D | 41 | 253,763 | D |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option | \$ 43.79 | 10/14/2011 | | M | 44,000 | 04/01/2005 04/01/2015 | Common Stock 44,000 |

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

10/17/2011

_____*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).

Shares sold as follows: 700 @ 81.1900 600 @ 81.2000 500 @ 81.2100 521 @ 81.2200 755 @ 81.2300 1324 @ 81.2400 2196 @ 81.2500 1977 @ 81.2600 1248 @ 81.2700 1306 @ 81.2800 1180 @ 81.2900 7677 @ 81.3000 100 @ 81.3002 100 @ 81.3003 100 @ 81.3010 (1) 100 @ 81.3013 100 @ 81.3014 100 @ 81.3025 200 @ 81.3040 100 @ 81.3044 1258 @ 81.3050 3303 @ 81.3100 200 @ 81.3112 100 @ 81.3118 100 @ 81.3125 200 @ 81.3126 200 @ 81.3131 6000 @ 81.3150 200 @ 81.3180 7355 @ 81.3200 100 @ 81.3201 100 @ 81.3206 100 @ 81.3223 100 @ 81.3225 3410 @ 81.3250 290 @ 81.3300 100 @ 81.3400

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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