

SINEGAL JAMES D  
Form 4  
October 21, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
SINEGAL JAMES D

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)  
10/17/2008

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V Amount (D) Price                                                |                                                                                               |                                                          |                                                       |
| Common Stock                    | 10/17/2008                           |                                                    | A                              | 50,000 (1) A 2                                                    | 637,022                                                                                       | D                                                        |                                                       |
| Common Stock                    | 10/17/2008                           |                                                    | F                              | 3,645 D \$ 57.98                                                  | 633,377                                                                                       | D                                                        |                                                       |
| Common Stock                    | 10/19/2008                           |                                                    | F                              | 3,611 D \$ 57.98                                                  | 629,766                                                                                       | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 1,669,181                                                                                     | I                                                        | By LLC                                                |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 10,625                                                                                        | I                                                        | By GRAT                                               |

|                 |  |        |   |                        |
|-----------------|--|--------|---|------------------------|
| Common<br>Stock |  | 10,625 | I | By<br>Spouse's<br>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 1474 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                          |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                   |       |
|---------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                         | Director      | 10% Owner | Officer           | Other |
| SINEGAL JAMES D<br>999 LAKE DRIVE<br>ISSAQUAH, WA 98027 | X             |           | President and CEO |       |

## Signatures

Deanna K. Nakashima,  
attorney-in-fact

10/21/2008

\_\_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).
- Grant was initially made in October 2007 subject to performance conditions concerning fiscal 2008, which were recently deemed satisfied
- (1) by the Compensation Committee of the Board of Directors. Vests one-fifth on October 17, 2008 and one-fifth annually on October 17 for the following four years.
  - (2) Not applicable. Grant of Restricted Stock Units.

## Edgar Filing: SINEGAL JAMES D - Form 4

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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