

WALKER THOMAS KIRK
Form 4
October 12, 2010

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)
10/08/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ 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 Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
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>1</u>	217,165	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)

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)	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.