

COSTCO WHOLESALE CORP /NEW  
 Form 4  
 October 23, 2014

**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 \*  
**ZOOK DENNIS R**

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)  
**10/22/2014**

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
**Executive VP**

**ISSAQUAH, WA 98027**

(City) (State) (Zip)

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                    | 10/22/2014                           |  | F                              |   | \$ 130.54<br><u>(1)</u>   | 37,699   | D   |
| Common Stock                    | 10/22/2014                           |  | F                              |   | \$ 130.54<br><u>(1)</u>   | 38,430   | D   |
| Common Stock                    | 10/22/2014                           |  | F                              |   | \$ 130.54<br><u>(1)</u>   | 39,367   | D   |
| Common Stock                    | 10/22/2014                           |  | F                              |   | \$ 130.54   | 40,304   | D   |

|                 |            |  |   |     |     |        |        |   |
|-----------------|------------|--|---|-----|-----|--------|--------|---|
|                 |            |  |   |     | (1) |        |        |   |
|                 |            |  |   |     | \$  |        |        |   |
| Common<br>Stock | 10/22/2014 |  | F | 936 | D   | 130.54 | 41,239 | D |
|                 |            |  |   |     | (1) |        |        |   |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |              |       |
|---|---------------|-----------|--------------|-------|
|   | Director      | 10% Owner | Officer      | Other |
| ZOOK DENNIS R<br>999 LAKE DRIVE<br>ISSAQUAH, WA 98027 |               |           | Executive VP |       |

## Signatures

Deanna K. Nakashima,  
attorney-in-fact

10/23/2014

\_\_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) This transaction is a withholding by the Company for taxes in connection with the vesting of previously granted restricted stock units. The price represents the closing market price of Costco common stock on NASDAQ on October 22, 2014.

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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