

DICERCHIO RICHARD D

Form 4

April 27, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DICERCHIO RICHARD 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)

ISSAQUAH, WA 98027

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2010

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Senior Executive VP

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/23/2010		M		90,000	A	\$ 37.35
Common Stock	04/23/2010		M		90,000	A	\$ 43.79
Common Stock	04/23/2010		M		36,000	A	\$ 34.74
Common Stock	04/23/2010		S		216,000	D	<u>(1)</u> 174,553

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 37.35	04/23/2010		M	90,000	04/01/2004 04/01/2014	Common Stock 90,000
Stock Option	\$ 43.79	04/23/2010		M	90,000	04/01/2005 04/01/2015	Common Stock 90,000
Stock Option	\$ 34.74	04/23/2010		M	36,000	04/24/2001 04/24/2011	Common Stock 36,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DICERCHIO RICHARD D 999 LAKE DRIVE ISSAQUAH, WA 98027	X		Senior Executive VP	

Signatures

Deanna K. Nakashima,
attorney-in-fact 04/27/2010

__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).

Shares sold as follows: 2000 @ 60.22 4400 @ 60.23 9300 @ 60.24 4500 @ 60.25 6439 @ 60.26 1400 @ 60.27 3294 @ 60.28 5849 @
(1) 60.29 12457 @ 60.30 33568 @ 60.31 27159 @ 60.32 27265 @ 60.33 18058 @ 60.34 23174 @ 60.35 21137 @ 60.36 7536 @ 60.37
2700 @ 60.38 3864 @ 60.39 1900 @ 60.40

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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