

SINEGAL JAMES D
Form 5
October 13, 2010

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
08/29/2010

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

999 LAKE DRIVE
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
(check applicable line)

ISSAQUAH, WA 98027

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 10/23/2009 | Â | G | 19,979 D \$ (1) 673,671 | D | Â | |
| Common Stock | 12/14/2009 | Â | G | 2,185 D \$ (1) 641,738 | D | Â | |
| Common Stock | 12/23/2009 | Â | G | 3,392 D \$ (1) 638,346 | D | Â | |
| Common Stock | 12/23/2009 | Â | J(2) | 70,921 A \$ 0 709,267 | D | Â | |

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| | | | | | | | | | |
|--------------|------------|---|------------------|--------|---|-------------------|-----------|---|------------------|
| Common Stock | 12/23/2009 | Â | J ⁽³⁾ | 15,965 | A | \$ 0 | 725,232 | D | Â |
| Common Stock | 12/23/2009 | Â | J ⁽⁴⁾ | 15,965 | A | \$ 0 | 741,197 | D | Â |
| Common Stock | 01/11/2010 | Â | G | 8,400 | D | \$ ⁽¹⁾ | 732,797 | D | Â |
| Common Stock | 06/30/2010 | Â | J ⁽³⁾ | 11,464 | A | \$ 0 | 713,361 | D | Â |
| Common Stock | 06/30/2010 | Â | J ⁽⁴⁾ | 11,464 | A | \$ 0 | 724,825 | D | Â |
| Common Stock | 12/23/2009 | Â | J ⁽²⁾ | 70,921 | D | \$ 0 | 1,375,673 | I | By LLC |
| Common Stock | 12/23/2009 | Â | G ⁽⁵⁾ | 47,512 | D | \$ 0 | 1,328,161 | I | By LLC |
| Common Stock | 12/23/2009 | Â | G ⁽⁵⁾ | 47,512 | D | \$ 0 | 1,280,649 | I | By LLC |
| Common Stock | 12/23/2009 | Â | G ⁽⁵⁾ | 47,512 | A | \$ 0 | 66,920 | I | By GRAT |
| Common Stock | 12/23/2009 | Â | J ⁽³⁾ | 15,965 | D | \$ 0 | 50,955 | I | By GRAT |
| Common Stock | 06/30/2010 | Â | J ⁽³⁾ | 11,464 | D | \$ 0 | 39,491 | I | By GRAT |
| Common Stock | 12/23/2009 | Â | G ⁽⁵⁾ | 47,512 | A | \$ 0 | 66,920 | I | By Spouse's GRAT |
| Common Stock | 12/23/2009 | Â | J ⁽⁴⁾ | 15,965 | D | \$ 0 | 50,955 | I | By Spouse's GRAT |
| Common Stock | 06/30/2010 | Â | J ⁽⁴⁾ | 11,464 | D | \$ 0 | 39,491 | I | By Spouse's GRAT |

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

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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 | 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. of D Se B O E |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|------------------|

Disposed
of (D)
(Instr. 3,
4, and 5)

| (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 999 LAKE DRIVE ISSAQUAH, WA 98027 | X | | CEO | |

Signatures

Deanna K. Nakashima,
attorney-in-fact

10/13/2010

____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) Personal gift.
- (2) Represents shares distributed from LLC to reporting person.
- (3) Represents shares distributed from a GRAT to reporting person.
- (4) Represents shares distributed to spouse of reporting person by a GRAT of which she is the sole trustee.
- (5) Represents transfer of shares from LLC co-managed by reporting person and spouse, each of whom holds a 50% ownership interest in the LLC, to two grantor retained annuity trusts ("GRAT"); reporting person and spouse are the sole trustees of their respective GRATs.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.