

SINEGAL JAMES D
Form 4/A
December 01, 2009

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 *
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)
10/21/2009

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

ISSAQUAH, WA 98027
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
10/23/2009

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 10/21/2009 | | S ⁽¹⁾ | 4,000 D | 696,082 ⁽³⁾ | D | |
| Common Stock | | | | | 1,396,594 | I | By LLC |
| Common Stock | | | | | 19,408 | I | By GRAT |
| Common Stock | | | | | 19,408 | 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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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 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 Beneficially Owned (Instr. 6), 10. Reporting Person's Title and Position (Instr. 7).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for SINEGAL JAMES D, 999 LAKE DRIVE, ISSAQUAH, WA 98027, President and CEO.

Signatures

Deanna K. Nakashima, attorney-in-fact, 11/30/2009

**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 sale was effected pursuant to a 10b5-1 trading plan.

(2) # of Shares Price 100 \$57.7600 100 \$57.8500 100 \$57.9800 100 \$58.0300 100 \$58.2700 100 \$58.4200 100 \$58.4500 100 \$58.5500 100 \$58.5700 100 \$58.6000 100 \$58.6700 100 \$58.7100 100 \$58.8500 100 \$58.8800 100 \$58.9000 100 \$58.9400 100 \$58.9500 200 \$58.9700 200 \$58.9800 300 \$58.9900 200 \$59.0000 200 \$59.0100 100 \$59.0200 300 \$59.0400 100 \$59.0500 200 \$59.0700 100 \$59.0800 55 \$59.1000 245 \$59.1100 100 \$59.1500

(3) Sale was previously reported as sold from an indirect shareholding.

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.