

SCHUTT DOUGLAS W
 Form 4
 February 09, 2011

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 *
 SCHUTT DOUGLAS W

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)
 02/08/2011

____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/08/2011		M		2,000	A	\$ 33.75
Common Stock	02/08/2011		M		75,000	A	\$ 37.35
Common Stock	02/08/2011		M		75,000	A	\$ 43.79
Common Stock	02/08/2011		S		152,000	D	<u>(1)</u> <u>(2)</u> 81,437

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

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1685 @ 74.7600 100 @ 74.7601 1242 @ 74.7650 400 @ 74.7700 100 @ 74.7709 263 @ 74.7750 3981 @ 74.7800 300 @ 74.7801 3110
@ 74.7850 14410 @ 74.7900 200 @ 74.7901 400 @ 74.7904 400 @ 74.7905 400 @ 74.7909 920 @ 74.7950 641 @ 74.8000

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