

GALANTI RICHARD A

Form 4

December 30, 2009

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GALANTI RICHARD A

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)  
12/29/2009

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

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

ISSAQUAH, WA 98027

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 12/29/2009                              |                                                             | M                                    |                                                                         | 20,000                                                                                                             | A                                                                       | \$ 43                                                             |
|                                       |                                         |                                                             |                                      |                                                                         | 76,105                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 12/29/2009                              |                                                             | M                                    |                                                                         | 10,000                                                                                                             | A                                                                       | \$ 34.28                                                          |
|                                       |                                         |                                                             |                                      |                                                                         | 86,105                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 12/29/2009                              |                                                             | M                                    |                                                                         | 5,000                                                                                                              | A                                                                       | \$ 49.8124                                                        |
|                                       |                                         |                                                             |                                      |                                                                         | 91,105                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 12/29/2009                              |                                                             | S                                    |                                                                         | 35,000                                                                                                             | D                                                                       | \$ 1                                                              |
|                                       |                                         |                                                             |                                      |                                                                         | 56,105                                                                                                             | D                                                                       |                                                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Stock<br>Option                                     | \$ 43                                                              | 12/29/2009                              |                                                             | M                                    | 20,000                                                                                                       | 03/13/2000 03/13/2010                                          | Common<br>Stock 20,000                                              |
| Stock<br>Option                                     | \$ 34.28                                                           | 12/29/2009                              |                                                             | M                                    | 10,000                                                                                                       | 04/24/2001 04/24/2011                                          | Common<br>Stock 10,000                                              |
| Stock<br>Option                                     | \$ 49.8125                                                         | 12/29/2009                              |                                                             | M                                    | 5,000                                                                                                        | 03/13/2000 03/13/2010                                          | Common<br>Stock 5,000                                               |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships                    |
|-----------------------------------------------------------|----------------------------------|
|                                                           | Director 10% Owner Officer Other |
| GALANTI RICHARD A<br>999 LAKE DRIVE<br>ISSAQUAH, WA 98027 | X Executive VP and CFO           |

## Signatures

Deanna K. Nakashima,  
attorney-in-fact 12/30/2009

\*\*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) No. of Shares Price 9,747 60.23 12,200 60.24 8,920 60.25 4,133 60.26

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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