Rose Timothy L. Form 3 December 14, 2012 FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB

INITIAL STATEMENT OF 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 <u>*</u> Rose Timothy L.			Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol COSTCO WHOLESALE CORP /NEW [COST]				
(Last)	(First)	(Middle)	12/07/2012	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)	
999 LAKE	(Street)	98027		Director X Officer	all applicable) <u>10%</u> Other (specify belo	Owner r	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person	
					ecutive VP		Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	Table I - N	Non-Derivat	ive Securiti	ies Be	neficially Owned	
1.Title of Secu (Instr. 4)	ırity		2. Amount of Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr		
Common St	tock		57,402 <u>(1)</u>		D	Â		
Reminder: Rep owned directly	or indirectly Pers	ons who res	ch class of securities beneficition of to the collection of	5	EC 1473 (7-02	!)		
ŗ	requ curre	ired to respo ently valid Ol	ained in this form are not nd unless the form displ MB control number. rities Beneficially Owned (e.	ays a	warrants, op	tions, c	onvertible securities)	
r	Fable II - Do	erivative Secu	rities Beneficially Owned (e.	.g., puts, calls,	warrants, opt	tions, c	onvertible securities)	

1. Title of Derivative	2. Date Exercisable and		3. Title and Amount of		4.	5.	6. Nature of Indirect	
Security	Expiration Date		Securities Une	derlying	Conversion	Ownership	Beneficial	
(Instr. 4)	(Month/Day/Year)		Derivative Security		or Exercise	Form of	Ownership	
			(Instr. 4)		Price of	Derivative	(Instr. 5)	
	Data Essentiantia	ble Expiration Date	T:41-	Amount or Number of	Derivative	Security:		
	Date Exercisable		Title		Security	Direct (D)		
						or Indirect		

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				Shares	(I) (Instr. 5)	
Stock Option	04/01/2006(2)	04/01/2015	Common Stock	26,907 (<u>3</u>) \$ 40.69 (<u>3</u>)	D	Â
Reporting Ov	vners					

Juling

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Rose Timothy L. 999 LAKE DRIVE ISSAQUAH, WA 98027	Â	Â	Executive VP	Â		
Signatures						
Deanna K. Nakashima, attorney-in-fact	12/14/2012					
**Signature of Reporting Person		Date				

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 5(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).

43,047 shares of common stock are unvested grants of Restricted Stock Units ("RSUs"). The vesting schedule for the RSUs are as follows: 27,272 shares will vest on October 22, 2013; 7,715 shares will vest on October 22, 2014; 4,301 shares will vest on October 22, 2015; 2,866 shares will vest on October 22, 2016; and 1,433 shares will vest on October 22, 2017. 3,049 shares represent additional RSUs

- (1) resulting from the upward adjustment of outstanding unvested RSUs by a factor of 1.0763 in connection with the \$7.00 per share special cash dividend payable by the issuer to shareholders of record on December 10, 2012. The adjustment was required under the plan documents governing the grants. The RSUs reported are subject to the same vesting schedules as the original RSUs to which they relate.
- (2) This option is fully vested.

This option, originally covering 25000 shares at an exercise price of \$43.79 per share, has been adjusted with a lower exercise price and an increased number of options, in connection with the dividend referenced in note 1. The number of outstanding options was increased

(3) by a factor of 1.0763, and the option exercise price was reduced by dividing the price by that same factor. The adjustment was required under the governing plan documents.

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.