McKay John D Form 4/A October 24, 2011

FORM 4

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

OMB Number:

Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

McKay John D

(Print or Type Responses)

1. Name and Address of Reporting Person *

				COSTCO WHOLESALE CORP /NEW [COST]					(Check all applicable)			
	(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)					Director 10% Owner X Officer (give title Other (specify below)			
999 LAKE DRIVE				10/19/2011					Executive Vice President			
	(Street)				ndment, Da				6. Individual or Joint/Group Filing(Check			
ISSAQUAH, WA 98027				Filed(Month/Day/Year) 10/20/2011					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deem (Month/Day/Year) Execution any (Month/D		n Date, if	Date, if Transaction(A) or Disposed of (D) Code (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	10/19/2011			F	905	D	\$ 84.38	59,782	D		
	Common Stock	10/20/2011			M	10,700	A	\$ 43.79	59,782	D		
	Common Stock	10/20/2011			S	10,700	D	<u>(1)</u>	49,082	D		
	Common Stock	10/21/2011			M	26,800	A	\$ 43.79	86,582	D		
	Common Stock	10/21/2011			S	26,800	D	\$ 84.91	59,782	D		

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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)

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 43.79	10/20/2011		M		10,700	04/01/2005	04/01/2015	Common Stock	10,700
Stock Option	\$ 43.79	10/21/2011		M		26,800	04/01/2005	04/01/2015	Common Stock	26,800

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McKay John D 999 LAKE DRIVE ISSAQUAH, WA 98027

Executive Vice President

Signatures

Deanna K. Nakashima, attorney-in-fact

**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).

Shares sold as follows: 6,030 @ 84.5000 300 @ 84.5001 200 @ 84.5004 100 @ 84.5006 200 @ 84.5007 300 @ 84.5011 100 @ 84.5012 (1) 100 @ 84.5013 200 @ 84.5018 100 @ 84.5020 100 @ 84.5026 1,000 @ 84.5100 300 @ 84.5101 100 @ 84.5119 100 @ 84.5125 397 @ 84.5200 100 @ 84.5201 100 @ 84.5225 100 @ 84.5230 200 @ 84.5300 573 @ 84.5400

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.

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