

JAMES HAMILTON E
Form 4
December 13, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
JAMES HAMILTON E

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2012

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

C/O BLACKSTONE GROUP, 345 PARK AVENUE

(Street)

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

NEW YORK, NY 10154

(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) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | Code | V | Amount | | | |
| Common Stock | 12/12/2012 | | A | | 456 ⁽¹⁾ | \$ 98.31 | 38,576 | 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)

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| 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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock Option | \$ 28.26 (2) | 12/12/2012 | | A | 12,915 (2) | 04/01/2003(3) 04/01/2013 | Common Stock | 12,915 |
| Stock Option | \$ 34.71 (4) | 12/12/2012 | | A | 12,915 (4) | 04/01/2004(3) 04/01/2014 | Common Stock | 12,915 |
| Stock Option | \$ 40.69 (5) | 12/12/2012 | | A | 12,915 (5) | 04/01/2005(3) 04/01/2015 | Common Stock | 12,915 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JAMES HAMILTON E C/O BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | X | | | |

Signatures

Deanna K. Nakashima, 12/13/2012
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).

(1) Represents additional restricted stock units ("RSUs") 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 was previously reported as an option covering 12,000 shares at an exercise price of \$30.41 per share and 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 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.

(3) This option is fully vested.

(4) This option was previously reported as an option covering 12,000 shares at an exercise price of \$37.35 per share and 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 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.

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- (5) This option was previously reported as an option covering 12,000 shares at an exercise price of \$43.79 per share and 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 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.