

Hines Daniel M.
Form 4
October 24, 2017

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 *
Hines Daniel M.

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)
10/22/2017

____ Director
____ Officer (give title below) Other (specify below)
Principal Acctg Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 10/22/2017 | | A | V Amount 9,520 (1) | (2) 38,305.65 | D | |
| Common Stock | 10/22/2017 | | F | 264 | \$ 160.77 (3) 38,041.65 | D | |
| Common Stock | 10/22/2017 | | F | 209 | \$ 160.77 (3) 37,832.65 | D | |
| Common Stock | 10/22/2017 | | F | 209 | \$ 160.77 (3) 37,623.65 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|---------------------|-----------|---|
| Common Stock | 10/22/2017 | F | 266 | D | \$ 160.77 (3) | 37,357.65 | D |
| Common Stock | 10/22/2017 | F | 376 | D | \$ 160.77 (3) | 36,981.65 | D |
| Common Stock | 10/22/2017 | F | 1,129 | D | \$ 160.77 (3) | 35,852.65 | 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.

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(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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hines Daniel M.
999 LAKE DRIVE
ISSAQUAH, WA 98027

Principal Acctg Officer

Signatures

Deanna K. Nakashima,
attorney-in-fact

10/24/2017

__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).

Grant of Restricted Stock Units. Vests one-fifth on October 22, 2018, and one-fifth annually on October 22 for the following four years.

(1) In addition, under the Stock Incentive Plan, long term employees are eligible for accelerated vesting upon the anniversary of their 25th, 30th and 35th years of service.

(2) Not applicable. Grant of Restricted Stock Units.

(3) This transaction is a withholding by the Company for taxes in connection with the vesting of previously granted restricted stock units.

The price represents the closing market price of Costco common stock on NASDAQ on October 20, 2017.

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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