

COSTCO WHOLESALE CORP /NEW
Form 4
October 26, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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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 *
MUNGER CHARLES T

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)
10/22/2010

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

BERKSHIRE HATHAWAY INC., 355 SO. GRAND AVE., 34TH FLOOR

(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

LOS ANGELES, CA 90071

(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 Ownership (Instr. 4)
Common Stock	10/22/2010		A	(A) or (D) Code V Amount Price A 3,000 (1)	212,268	D	
Common Stock					19,565	I	Alfred C. Munger Foundation

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

SEC 1474 (9-02)

number.

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 Beneficially Owned Following Reported Transaction (Instr. 5)
				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

MUNGER CHARLES T
BERKSHIRE HATHAWAY INC.
355 SO. GRAND AVE., 34TH FLOOR
LOS ANGELES, CA 90071

X

Signatures

Deanna K. Nakashima,
attorney-in-fact

10/26/2010

__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) Vests one-third on October 22, 2011 and one-third annually on October 22 for the following two years.

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

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. align="top" width="5%">

/s/ Edward J. Farrell

Senior Vice President and Controller
(Principal Accounting Officer)

August 3, 2009
Edward J. Farrell

/s/ Dominique Carrel-Billiard
Director
August 3, 2009

Dominique Carrel-Billiard

/s/ Henri de Castries

Director

August 3, 2009
Henri de Castries

/s/ Christopher M. Condron

Director

August 3, 2009
Christopher M. Condron

/s/ Denis Duverne

Director

August 3, 2009
Denis Duverne

/s/ Richard S. Dziadzio

Director

August 3, 2009
Richard S. Dziadzio

/s/ Deborah S. Hechinger

Director

August 3, 2009
Deborah S. Hechinger

5

Signature	Title	Date
/s/ Weston M. Hicks Weston M. Hicks	Director	August 3, 2009
/s/ Nick Lane Nick Lane	Director	August 3, 2009
/s/ Lorie A. Slutsky Lorie A. Slutsky	Director	August 3, 2009
/s/ A.W. (Pete) Smith, Jr. A.W. (Pete) Smith, Jr.	Director	August 3, 2009
/s/ Peter J. Tobin Peter J. Tobin	Director	August 3, 2009

INDEX TO EXHIBITS

The following is a complete list of exhibits filed as part of this Registration Statement:

Exhibit No.	Exhibit
<u>5.1</u>	Opinion of Laurence E. Cranch, Esq.
23.1	Consent of Laurence E. Cranch, Esq.*
<u>23.2</u>	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm

* included in Exhibit 5.1 filed herewith.

7
