

PRICESMART INC  
Form 4  
February 27, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**PRICE SOL**  
  
(Last) (First) (Middle)  
  
7979 IVANHOE AVENUE, SUITE 520  
  
(Street)

2. Issuer Name and Ticker or Trading Symbol  
**PRICESMART INC [PSMT]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/27/2007**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
\_\_\_\_ Director       10% Owner  
\_\_\_\_ Officer (give title below)      \_\_\_\_ Other (specify below)

LA JOLLA, CA 92037  
  
(City) (State) (Zip)

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

**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				(A) or (D) Price	584,159	D <sup>(1)</sup>	
Common Stock	02/27/2007		J <sup>(3)</sup>	139,640 D <sup>(3)</sup>	7,248,729	I	As co-manager of The Price Group LLC <sup>(2)</sup>
Common Stock					290,600	I	As trustee of the Price Family Charitable Trust UTD



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- (3) On February 27, 2007, Price Group LLC ("Price Group") distributed 139,460 shares of PriceSmart Inc. common stock to one of its members in redemption of such member's interest in Price Group.
- (4) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest (if any) therein.

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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