

Rose Timothy L.
Form 3
December 14, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Rose Timothy L.		(Month/Day/Year)	COSTCO WHOLESALE CORP /NEW [COST]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/07/2012		
999 LAKE DRIVE			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below) (specify below)	
			Executive VP	
ISSAQUAH,Â WAÂ 98027				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	57,402 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(1)	
						(Instr. 5)	
Stock Option	04/01/2006 ⁽²⁾	04/01/2015	Common Stock	26,907 ⁽³⁾	\$ 40.69 ⁽³⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rose Timothy L. 999 LAKE DRIVE ISSAQUAH, WA 98027	Â	Â	Â Executive VP	Â

Signatures

Deanna K. Nakashima,
attorney-in-fact

12/14/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- 43,047 shares of common stock are unvested grants of Restricted Stock Units ("RSUs"). The vesting schedule for the RSUs are as follows: 27,272 shares will vest on October 22, 2013; 7,715 shares will vest on October 22, 2014; 4,301 shares will vest on October 22, 2015; 2,866 shares will vest on October 22, 2016; and 1,433 shares will vest on October 22, 2017. 3,049 shares represent additional 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.
- (1) This option is fully vested.
 - (2) This option, originally covering 25000 shares at an exercise price of \$43.79 per share, 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)

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.