

SINEGAL JAMES D

Form 5

October 13, 2006

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
SINEGAL JAMES D

(Last) (First) (Middle)

999 LAKE DRIVE

(Street)

2. Issuer Name and Ticker or Trading
SymbolCOSTCO WHOLESALE CORP
/NEW [COST]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
09/03/20064. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President and CEO

6. Individual or Joint/Group Reporting

(check applicable line)

ISSAQUAH, WA 98027

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/01/2005	Â	G	2,895 D \$ (1)	647,267	D	Â
Common Stock	09/01/2005	Â	G	23,159 D \$ (1)	624,108	D	Â
Common Stock	09/26/2005	Â	G	744 D \$ (1)	623,364	D	Â
Common Stock	11/25/2005	Â	J(2)	5,960 A \$ 0	629,324	D	Â

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Common Stock	11/25/2005	Â	<u>J⁽³⁾</u>	5,960	A	\$ 0	635,284	D	Â
Common Stock	12/21/2005	Â	G	2,205	D	\$ <u>(1)</u>	633,079	D	Â
Common Stock	12/22/2005	Â	G	3,528	D	\$ <u>(1)</u>	629,551	D	Â
Common Stock	03/27/2006	Â	<u>J⁽²⁾</u>	5,582	A	\$ 0	735,133	D	Â
Common Stock	03/27/2006	Â	<u>J⁽³⁾</u>	5,582	A	\$ 0	740,715	D	Â
Common Stock	03/27/2006	Â	<u>J⁽⁴⁾</u>	7,766	A	\$ 0	748,481	D	Â
Common Stock	11/25/2005	Â	<u>G⁽⁵⁾</u>	2,007	D	\$ 0	1,890,224	I	By LLC
Common Stock	11/25/2005	Â	<u>G⁽⁵⁾</u>	2,007	D	\$ 0	1,888,217	I	By LLC
Common Stock	11/25/2005	Â	<u>G⁽⁵⁾</u>	2,630	D	\$ 0	1,885,587	I	By LLC
Common Stock	11/25/2005	Â	<u>G⁽⁵⁾</u>	2,630	D	\$ 0	1,882,957	I	By LLC
Common Stock	03/27/2006	Â	<u>G⁽⁵⁾</u>	4,702	D	\$ 0	1,878,255	I	By LLC
Common Stock	03/27/2006	Â	<u>G⁽⁵⁾</u>	4,702	D	\$ 0	1,873,553	I	By LLC
Common Stock	03/27/2006	Â	<u>G⁽⁵⁾</u>	2,667	D	\$ 0	1,870,886	I	By LLC
Common Stock	03/27/2006	Â	<u>G⁽⁵⁾</u>	2,667	D	\$ 0	1,868,219	I	By LLC
Common Stock	03/27/2006	Â	<u>G⁽⁴⁾</u>	7,766	D	\$ 0	1,860,453	I	By LLC
Common Stock	11/25/2005	Â	<u>G⁽⁵⁾</u>	4,637	A	\$ 0	8,949	I	By GRAT
Common Stock	11/25/2005	Â	<u>G⁽³⁾</u>	5,960	D	\$ 0	2,989	I	By GRAT
Common Stock	03/27/2006	Â	<u>G⁽⁵⁾</u>	7,369	A	\$ 0	10,358	I	By GRAT
Common Stock	03/27/2006	Â	<u>G⁽³⁾</u>	5,582	D	\$ 0	4,776	I	By GRAT
Common Stock	11/25/2005	Â	<u>G⁽⁵⁾</u>	4,637	A	\$ 0	8,949	I	By Spouse's GRAT

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Common Stock	11/25/2005	Â	G ⁽³⁾	5,960	D	\$ 0	2,989	I	By Spouse's GRAT
Common Stock	03/27/2006	Â	G ⁽⁵⁾	7,369	A	\$ 0	10,358	I	By Spouse's GRAT
Common Stock	03/27/2006	Â	G ⁽³⁾	5,582	D	\$ 0	4,776	I	By Spouse's GRAT

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. of
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SINEGAL JAMES D 999 LAKE DRIVE ISSAQUAH, WA 98027	Â X	Â	Â President and CEO	Â

Signatures

Deanna K. Nakashima,
attorney-in-fact
10/13/2006
Date

__Signature of Reporting Person

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) Personal gift.
- (2) Represents shares distributed from a GRAT to reporting person.
- (3) Represents shares distributed to spouse of reporting person by a GRAT of which she is the sole trustee.
- (4) Represents shares distributed from LLC to reporting person.
- (5) Represents transfer of shares from LLC co-managed by reporting person and spouse, each of whom holds a 50% ownership interest in the LLC, to two grantor retained annuity trusts ("GRAT"); reporting person and spouse are the sole trustees of their respective GRATs.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.