

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Hines Daniel M.</u>  (Last) (First) (Middle) 999 LAKE DRIVE  (Street) ISSAQUAH WA 98027  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COSTCO WHOLESALE CORP /NEW [ COST ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Principal Acctg Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/22/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/22/2019		F		186	D	\$299.97 <sup>(1)</sup>	22,276.65	D	
Common Stock	10/22/2019		F		236	D	\$299.97 <sup>(1)</sup>	22,040.65	D	
Common Stock	10/22/2019		F		334	D	\$299.97 <sup>(1)</sup>	21,706.65	D	
Common Stock	10/22/2019		F		465	D	\$299.97 <sup>(1)</sup>	21,241.65	D	
Common Stock	10/22/2019		F		361	D	\$299.97 <sup>(1)</sup>	20,880.65	D	
Common Stock	10/22/2019		A		5,470 <sup>(2)</sup>	A	<sup>(3)</sup>	26,350.65	D	
Common Stock	10/22/2019		F		719	D	\$299.97 <sup>(1)</sup>	25,631.65	D	
Common Stock	10/23/2019		S		5,000	D	\$298.4568 <sup>(4)</sup>	20,631.65	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- 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 22, 2019.
- Grant of Restricted Stock Units. Vests one-fifth on October 22, 2019, and one-fifth annually on October 22 for the following four years. 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.
- Not applicable. Grant of Restricted Stock Units.
- The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$298.4568 to \$298.5036 per share. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

**Remarks:**

Deanna K. Nakashima 10/24/2019  
attorney-in-fact  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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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