

COSTCO WHOLESALE CORP /NEW

Form 4

March 03, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2015

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

(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 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	02/27/2015		A	216 ⁽¹⁾ A	\$ 146.96	150,770	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.

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information contained in this form are not
required to respond unless the form
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 39.02 (2)	02/27/2015		A		6,734		04/01/2005(3)	04/01/2015	Common Stock	6,734

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

03/03/2015

**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).

Represents additional restricted stock units ("RSUs") resulting from the upward adjustment of outstanding unvested RSUs by a factor of 1.042 in connection with the \$5.00 per share special cash dividend payable by the issuer to shareholders of record on February 27, 2015.

(1) 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.

(2) This option was most recently reported as an option covering 6,457 shares at an exercise price of \$40.69 per share and 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 option was increased by a factor of 1.042 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) This option is fully vested.

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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