

COSTCO WHOLESALE CORP /NEW
Form 4
April 02, 2008

FORM 4

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

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 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 *
ZOOK DENNIS R

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)
999 LAKE DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2008

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive VP

ISSAQUAH, WA 98027

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

(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 (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	04/01/2008		M	15,000 A \$ 33.75	49,343	D	
Common Stock	04/01/2008		M	15,000 A \$ 37.35	64,343	D	
Common Stock	04/01/2008		M	15,000 A \$ 43.79	79,343	D	
Common Stock	04/01/2008		S	45,000 D <u>1</u>	34,343	D	

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

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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)	Amount or Number of Shares
Stock Option	\$ 37.35	04/01/2008		M	15,000	04/01/2004 04/01/2014	Common Stock	15,000
Stock Option	\$ 43.79	04/01/2008		M	15,000	04/01/2005 04/01/2015	Common Stock	15,000
Stock Option	\$ 33.75	04/01/2008		M	15,000	04/01/2003 04/01/2013	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZOOK DENNIS R 999 LAKE DRIVE ISSAQUAH, WA 98027			Executive VP	

Signatures

Deanna K. Nakashima,
attorney-in-fact

04/02/2008

__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).

Shares sold as: 71 @ 66.3700 1310 @ 66.3800 200 @ 66.3813 4644 @ 66.3900 100 @ 66.3913 900 @ 66.3950 6522 @ 66.4000 2300 @ 66.4050 100 @ 66.4060 200 @ 66.4075 13246 @ 66.4100 1500 @ 66.4150 200 @ 66.4175 4929 @ 66.4200 1600 @ 66.4300 16 @ 66.4350 468 @ 66.4400 300 @ 66.4450 3246 @ 66.4500 100 @ 66.4550 2433 @ 66.4600 300 @ 66.4625 8 @ 66.4675 307 @ 66.4700

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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