

COSTCO WHOLESALE CORP /NEW

Form 4

April 02, 2008

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

OMB
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(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 ____ 10% Owner
____X____ Officer (give title below) ____ 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)
____X____ 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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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title 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 @
(1) 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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