

COSTCO WHOLESALE CORP /NEW
Form 4
April 02, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 |
| Common Stock | 04/01/2008 | | M | | 15,000 | A | \$ 37.35 |
| Common Stock | 04/01/2008 | | M | | 15,000 | A | \$ 43.79 |
| Common Stock | 04/01/2008 | | S | | 45,000 | D | \$ 34,343 |

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.

SEC 1474
(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) | 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.

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.