

COSTCO WHOLESALE CORP /NEW

Form 4

August 29, 2007

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DICERCHIO RICHARD D

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)

ISSAQUAH, WA 98027

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
08/23/2007

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

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

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 | 08/23/2007 | | M | | 14,700 | A | \$ 36.9063 |
| | | | | | | | 119,961 |
| Common Stock | 08/23/2007 | | S | | 14,700 | D | \$ 61.7 |
| | | | | | | | 105,261 |
| Common Stock | 08/24/2007 | | M | | 11,679 | A | \$ 36.9603 |
| | | | | | | | 116,940 |
| Common Stock | 08/24/2007 | | S | | 11,679 | D | \$ 61.7 |
| | | | | | | | 105,261 |
| Common Stock | 08/27/2007 | | M | | 58,621 | A | \$ 36.9063 |
| | | | | | | | 163,882 |

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Common Stock 08/27/2007 S 58,621 D \$ 61.7171 105,261 D

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

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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) |
|---|--|---|---|--------------------------------------|--|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option | \$ 36.9063 | 08/23/2007 | | M | 14,700 | 02/09/1999 02/09/2009 | Common Stock 14,700 |
| Stock Option | \$ 36.9063 | 08/24/2007 | | M | 11,679 | 02/09/1999 02/09/2009 | Common Stock 11,679 |
| Stock Option | \$ 36.9063 | 08/27/2007 | | M | 58,621 | 02/09/1999 02/09/2009 | Common Stock 58,621 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| DICERCHIO RICHARD D 999 LAKE DRIVE ISSAQUAH, WA 98027 | X Senior Executive VP |

Signatures

Deanna K. Nakashima,
attorney-in-fact 08/29/2007

__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).

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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