

MOULTON PAUL G
Form 4
April 24, 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 *
MOULTON PAUL G

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)
04/24/2008

____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 04/24/2008 | | M | 15,000 A \$ 37.35 | 49,531 | D | |
| Common Stock | 04/24/2008 | | M | 15,000 A \$ 43.79 | 64,531 | D | |
| Common Stock | 04/24/2008 | | S | 30,000 D <u>1</u> | 34,531 | D | |

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

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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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock Option | \$ 37.35 | 04/24/2008 | | M | 15,000 | 04/01/2004 04/01/2014 | Common Stock | 15,000 |
| Stock Option | \$ 43.79 | 04/24/2008 | | M | 15,000 | 04/01/2005 04/01/2015 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOULTON PAUL G 999 LAKE DRIVE ISSAQUAH, WA 98027 | | | Executive VP | |

Signatures

Deanna K. Nakashima,
attorney-in-fact

04/24/2008

__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).

(1) Sold as: 154 @ 69.2300 2100 @ 69.2350 300 @ 69.2400 346 @ 69.2500 2259 @ 69.2700 1900 @ 69.2750 200 @ 69.2800 800 @ 69.3000 300 @ 69.3050 900 @ 69.3200 1200 @ 69.3300 400 @ 69.3350 1046 @ 69.3400 205 @ 69.3500 200 @ 69.3550 100 @ 69.3600 720 @ 69.3700 100 @ 69.3750 300 @ 69.4000 439 @ 69.4100 200 @ 69.4200 100 @ 69.4300 100 @ 69.4700 531 @ 69.4800 100 @ 69.4825 900 @ 70.7300 6301 @ 70.7400 193 @ 70.7450 6306 @ 70.7500 500 @ 70.7550 800 @ 70.7600

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.