

COSTCO WHOLESALE CORP /NEW
Form 4
July 16, 2007

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)
07/16/2007

____ 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	07/16/2007		M	45,000 A \$ 34.28	82,238	D	
Common Stock	07/16/2007		M	30,000 A \$ 34.74	112,238	D	
Common Stock	07/16/2007		S	75,000 D <u>1</u>	37,238	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)

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	\$ 34.28	07/16/2007		M	45,000	04/24/2001 04/24/2011	Common Stock	45,000
Stock Option	\$ 34.74	07/16/2007		M	30,000	04/24/2001 04/24/2011	Common Stock	30,000

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

07/16/2007

**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).

Shares were sold as follows: 100 @ 62.73 500 @ 62.69 200 @ 62.67 800 @ 62.66 900 @ 62.65 200 @ 62.64 1301 @ 62.62 2648 @ 62.61 12,121 @ 62.60 1500 @ 62.59 3184 @ 62.58 1000 @ 62.57 3100 @ 62.56 2500 @ 62.55 4000 @ 62.54 5300 @ 62.53 4236 @ (1) 62.52 1164 @ 62.51 3200 @ 62.50 3200 @ 62.49 2463 @ 62.48 1537 @ 62.47 400 @ 62.46 800 @ 62.44 1200 @ 62.43 600 @ 62.42 1300 @ 62.41 1900 @ 62.40 1500 @ 62.39 6500 @ 62.38 200 @ 62.35 200 @ 62.34 700 @ 62.33 300 @ 62.32 2700 @ 62.31 600 @ 62.29 500 @ 62.28 46 @ 62.27 400 @ 62.26

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.