

LIBENSON RICHARD M
Form 4/A
March 18, 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 *
LIBENSON RICHARD M

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)
4649 MORENA BLVD.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

SAN DIEGO, CA 92117
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/19/2008

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/15/2008 | | M | A | \$ 44.9688 | 22,025 | D |
| Common Stock | 02/15/2008 | | M | A | \$ 52.5 | 34,025 | D |
| Common Stock | 02/15/2008 | | M | A | \$ 43.79 | 46,025 | D |
| Common Stock | 02/15/2008 | | S | D | (1) | 6,025 | D |
| Common Stock | 01/02/2008 | | J | D | (2) | 6,000 (3) | D |

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| | | | | | | | | |
|--------------|------------|---|----|---|------------|-------------------|---|------------------|
| Common Stock | 01/02/2008 | J | 25 | A | <u>(2)</u> | 40,803 <u>(3)</u> | I | Family Trust |
| Common Stock | | | | | | 71,032 | I | Non-Exempt Trust |

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.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Stock Option | \$ 44.9688 | 02/15/2008 | | M | 16,000 | 04/01/1999 04/01/2009 | Common Stock | 16,000 | |
| Stock Option | \$ 52.5 | 02/15/2008 | | M | 12,000 | 04/03/2000 04/03/2010 | Common Stock | 12,000 | |
| Stock Option | \$ 43.79 | 02/15/2008 | | M | 12,000 | 04/01/2005 04/01/2015 | Common Stock | 12,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LIBENSON RICHARD M 4649 MORENA BLVD. SAN DIEGO, CA 92117 | X | | | |

Signatures

Deanna K. Nakashima,
attorney-in-fact

03/18/2008

 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).

- Sold as: 900 @ 63.29 3400 @ 63.295 3400 @ 63.3 100 @ 63.3075 2918 @ 63.31 2800 @ 63.315 4360 @ 63.32 200 @ 63.3225 2940 @ 63.33 800 @ 63.335 1600 @ 63.34 1600 @ 63.35 1900 @ 63.355 1400 @ 63.36 2082 @ 63.37 600 @ 63.375 3300 @ 63.38 1687 @ 63.385 1010 @ 63.39 600 @ 63.395 500 @ 63.41 400 @ 63.415 400 @ 63.42 100 @ 63.43 100 @ 63.44 300 @ 63.45 300 @ 63.46 100 @ 63.47 200 @ 63.49 3 @ 63.5
- (1) Transfer from direct to indirect.
- (2) The original filing incorrectly stated that 40,778 shares were held directly rather than indirectly. The transfer from direct ownership to indirect ownership by the Family Trust occurred in December 2007.

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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