

COSTCO WHOLESALE CORP /NEW  
Form 8-K  
January 31, 2008

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported) January 29, 2008

**COSTCO WHOLESALE CORPORATION**

(Exact name of registrant as specified in its charter)

**Washington**  
(State or other jurisdiction

**0-20355**  
(Commission

**91-1223280**  
(I.R.S. Employer

of incorporation)

File No.)  
**999 Lake Drive**

Identification No.)

**Issaquah, WA 98027**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: 425-313-8100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On January 29, 2008, the Company's shareholders approved an amendment to the Second Restated 2002 Stock Incentive Plan to increase by eight million the number of shares available to be granted under the plan.

**Item 8.01 OTHER EVENTS**

The Board of Directors of the registrant declared a quarterly cash dividend on Costco Wholesale common stock. The dividend of \$.145 per share is payable February 29, 2008, to shareholders of record at the close of business on February 15, 2008.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits. The following exhibits are included in this report:

- 99.1. Press release dated January 30, 2008.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized, on January 31, 2008.

COSTCO WHOLESALE CORPORATION

By: /s/ Richard A. Galanti  
Richard A. Galanti,  
Executive Vice President and Chief Financial  
Officer