

COSTCO WHOLESALE CORP /NEW  
Form 8-K  
January 29, 2010

**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 28, 2010

**COSTCO WHOLESALE CORPORATION**

(Exact name of registrant as specified in its charter)

Washington  
(State or other jurisdiction  
of incorporation)

0-20355  
(Commission File No.)  
  
999 Lake Drive

91-1223280  
(I.R.S. Employer  
Identification No.)

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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)
- 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 28, 2010, the Company's shareholders approved the adoption of the Fifth Restated 2002 Stock Incentive Plan, which amended the prior plan to, among other things, increase by eighteen million the number of shares available to be granted under the plan.

**Item 8.01. Other Events**

The Board of Directors of the Company declared a quarterly cash dividend on Costco Wholesale Corp. common stock. The dividend of \$.18 per share declared on January 28, 2010, is payable February 26, 2010, to shareholders of record at the close of business on February 12, 2010.

**Item 9.01. Financial Statements and Exhibits**

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

99.1. Press release dated January 28, 2010.

**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 29, 2010.

COSTCO WHOLESALE CORPORATION

By:                 /s/   RICHARD A. GALANTI  
                              **Richard A. Galanti**  
                              **Executive Vice President and Chief Financial Officer**