

COSTCO WHOLESALE CORP /NEW  
Form 8-K  
April 30, 2009

**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) April, 28, 2009

**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.)

**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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

(a) On April 28, 2009, the Board of Directors of Costco Wholesale Corporation adopted amendments to the Company's bylaws. The amendments to the Bylaws made the following substantive changes:

1. Section 2.1. Amendments were made to the requirements for a shareholder to present a proposal to a meeting of shareholders, including the information that a shareholder must provide in connection with a proposal.
2. Section 2.2. Amendments were made to the notice requirements for a shareholder to call a special meeting of shareholders.
3. Section 2.3. Amendments were made to notice provisions to permit the Company to provide notice to shareholders electronically and for shareholders to provide notice to the Company electronically.
4. Section 2.9. This section was amended to conform to Washington law, which allows action by written shareholder consent only if unanimous.
5. Section 3.13. Amendments were made to permit the consent of a director to be delivered electronically.

**Item 8.01. Other Events**

The Board of Directors declared a quarterly cash dividend on Costco Wholesale common stock and approved an increase from \$.16 to \$.18. The dividend of \$.18 per share declared is payable May 29, 2009, to shareholders of record at the close of business on May 15, 2009.

**Item 9.01. Financial Statements and Exhibits**

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

- 3.1. Amended and Restated Bylaws, effective April 28, 2009
- 99.1. Press release dated April, 28, 2009.

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 April, 29, 2009.

COSTCO WHOLESALE CORPORATION

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