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COSTCO WHOLESALE CORP /NEW

Form 8-K

February 01, 2005

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 27, 2005

COSTCO WHOLESALE CORPORATION.

(Exact name of registrant as specified in its charter)

Washington

0-20355

91-1223280

(State or other
jurisdiction of
incorporation)

(Commission File No.)

(I.R.S. Employer
Identification No.)

999 Lake Drive
Issaquah, WA 98027

(Address of principal executive offices and zip code)

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

Item 1.01. Entry into a Material Definitive Agreement

At the Company's annual meeting of shareholders, held on January 27, 2005, shareholders approved the adoption of amendments to the Company's 2002 Stock Incentive Plan. Among other things, the amendments increased the number of shares of common stock eligible for award under the plan by 10,000,000 shares, and authorized the grant of stock bonuses and stock units in addition to non-statutory and incentive stock options. A more complete description of the terms of the Amended and Restated 2002 Equity Incentive Plan (the "Plan") can be found in the Company's definitive Proxy Statement filed with the Securities and Exchange Commission on Schedule 14A. The section of the definitive Proxy Statement, "Proposal 2--Approval of Amendments to the 2002 Stock Incentive Plan" is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

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

10.1. Amended and Restated 2002 Stock Incentive Plan. Incorporated by reference to Appendix E to the Company's definitive proxy statement for the annual meeting of shareholders held on January 27, 2005.

SIGNATURE

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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Issaquah, State of Washington, on January 28, 2005.

COSTCO WHOLESALE CORPORATION

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