

WASHINGTON MUTUAL INC
 Form 4
 February 01, 2005

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 *
 CHAPMAN FAY L

2. Issuer Name and Ticker or Trading Symbol
 WASHINGTON MUTUAL INC
 ["WM"]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1201 THIRD AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/28/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. EVP and General Counsel

SEATTLE, WA 98101
 (City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
Common (1)	01/28/2005		A	18,600 A \$ 0	30,203.43	D	
Common (2)	01/28/2005		A	57,500 A \$ 0	87,703.43	D	
Common					2,250	I	By 401(k)
Common					1,021.5	I	Husband's IRA
Common					433.5	I	in daughter's name

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Beneficially Owned (Instr. 5), 10. Date of Report (Instr. 5). Includes sub-headers for Date Exercisable and Expiration Date, and Title or Number of Shares.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Relationships sub-headers: Director, 10% Owner, Officer, Other. Example entry: CHAPMAN FAY L, 1201 THIRD AVENUE, SEATTLE, WA 98101, Sr. EVP and General Counsel.

Signatures

By: /s/ Sophie Hager Hume, Attorney-in-Fact, Date: 02/01/2005

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).
(1) Grant of restricted stock pursuant to the 2003 Equity Incentive Plan as part of the Reporting Person's annual equity compensation award. Vesting is subject to the Company's achievement of specified performance criteria.
(2) Grant of restricted stock pursuant to the 2003 Equity Incentive Plan with vesting subject to the Company's achievement of specified performance criteria related to the Company's new five-year strategic plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.