TALL CRAIG E Form 4

February 01, 2005

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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(b).

(Last)

(City)

Common

Common

1. Name and Address of Reporting Person * TALL CRAIG E

(First)

(Middle)

1201 THIRD AVENUE

(Street)

SEATTLE, WA 98101

Common (1) 01/28/2005

2. Issuer Name and Ticker or Trading

Symbol

WASHINGTON MUTUAL INC ["WM"]

3. Date of Earliest Transaction

(Month/Day/Year) 01/28/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) below)

Vice Chair, Corp Development

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(D) or

Indirect (I)

(Instr. 4)

Person

5. Amount of

Beneficially

Securities

Owned Following

Reported

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

Code (Instr. 8)

Code V

A

3.

(D)

Transaction(A) or Disposed of

(Instr. 3, 4 and 5) (A)

Transaction(s) Amount (D) Price 15,000 A

\$0 86,199

 $1.500^{(2)}$

(Instr. 3 and 4)

D I

I

By Spouse

Plan

Beneficial

Ownership

(Instr. 4)

 $25.66^{(3)}$

WaMu Savings

6. Ownership 7. Nature of

Form: Direct Indirect

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired (A) or						Follo
											Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
									Amount		
						Date Expir Exercisable Date	Expiration		or		
							*	Title	Number		
							Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

TALL CRAIG E 1201 THIRD AVENUE SEATTLE, WA 98101

Vice Chair, Corp Development

Signatures

By: /s/ Sophie Hager Hume, Attorney-in-Fact

02/01/2005

**Signature of Reporting Person

Date

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.
- (2) The reporting person indirectly holds 1,500 shares by spouse for which he disclaims beneficial ownership.
- (3) Securities beneficially owned include a second quarter 2004 dividend in the WaMu Savings 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.

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