WASHINGTON MUTUAL INC

Form 5

February 10, 2005

February 10	0, 2005								
FORM	M 5							OMB AP	PROVAL
. 0.11.	_	STATES SECU			NGI	E COM	MISSION	OMB Number:	3235-0362
	nis box if er subject	W	ashington,	D.C. 20549				Expires:	January 31, 2005
to Section Form 4 of 5 obligation may con See Institution	or Form ANN tions atinue.		CATEMENT OF CHANGES IN BENEF OWNERSHIP OF SECURITIES				ICIAL Estimated burden he response.		verage
1(b).	Filed pu Holdings Section 17d d	rsuant to Section (a) of the Public 30(h) of the	Utility Hold	ing Compan	y Act	of 1935			
	Address of Reporting ER KERRY K	Symbo	HINGTON I			5. Re Issue	r	Reporting Person	
(Last)	(First) ((Month/Day/Year)X Officer (g			Officer (give t	itle Other below)	Owner (specify		
	HINGTON MUT 01 THIRD AVE ,	UAL	.2001				Chairr	nan and CEO	
	(Street)		mendment, Dat Month/Day/Year)	_		6. Inc		nt/Group Repo	rting
SEATTLE	z, WA 98111						orm Filed by M	ne Reporting Perore than One Re	
(City)	(State)	(Zip) Ta	able I - Non-Do	erivative Secui	ities A	Acquired,	Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Transaction Code	4. Securities or Disposed of (Instr. 3, 4 and	of (D) d 5) (A)	red (A)	5. Amount o Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and	f 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	03/31/2002	Â	D <u>(1)</u>	Amount 63,934.29	or (D)	Price \$ 33.13	⁴⁾ 790,200	D	Â
Common	Â	Â	Â	Â	Â	Â	100,000	I	By GRAT

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Common Â

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2,000

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In trust

for son 1

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In trust Â Common Â 2,000 I for son 2 Persons who respond to the collection of information **SEC 2270** Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (9-02)

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

the form displays a currently valid OMB control number.

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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0 (2)	03/31/2002	Â	A(3)	63,934 Â	(4)	(4)	Common	63,934

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KILLINGER KERRY K							
C/O WASHINGTON MUTUAL INC	ÂΧ	Â	Chairman and CEO	Â			
1201 THIRD AVE , WMT 1503	АЛ						
SEATTLE, WA 98111							

Signatures

/s/ Sophie Hager Hume, Attorney-in-Fact for Kerry K. 02/10/2005 Killinger

> **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).
- This Form reports the following transaction which was not previously reported due to an administrative oversight: deferral of vested
- (1) restricted stock during 2002 into phantom stock account of the Washington Mutual, Inc. Deferred Compensation Plan for Directors and Certain Highly Compensated Employees ("DCP"). See Table II
- (2) Converts to common stock on a one-for-one basis.
- (3) Deferral of vested restricted stock into phantom stock account of the DCP.
- (4) Phantom stock distributed upon payment commencement date selected by reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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