

WASHINGTON MUTUAL INC

Form 4

March 03, 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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OPPENHEIMER DEANNA W

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)
03/01/2005

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
President, Consumer Group

SEATTLE, WA 98101

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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	03/01/2005		M	V	Amount 30,087.72	A	\$ 0 176,992.35 D
Common	03/01/2005		D		Amount 30,087.72	D	\$ 42.1 146,904.63 D
Common						I	9,771.06 WaMu Savings Plan

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock ⁽¹⁾	\$ 0 ⁽²⁾	03/01/2005		M		30,087.72	⁽³⁾	⁽⁴⁾	⁽⁴⁾	Common	30,087.72

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
OPPENHEIMER DEANNA W 1201 THIRD AVENUE SEATTLE, WA 98101	President, Consumer Group

Signatures

By: /s/ Sophie Hager Hume,
Attorney-in-Fact 03/03/2005

**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) Phantom stock shares acquired under the Washington Mutual, Inc. Deferred Compensation Plan for Directors and Certain Highly Compensated Employees (DCP).
- (2) Converts to common stock on a one-for-one basis.
- (3) Pursuant to the operation of the DCP, the Reporting Person's balance in the phantom stock accrual method was automatically reallocated into another crediting method upon the Reporting Person's termination of employment.
- (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 is insufficient, see Instruction 6 for procedure.

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