

WASHINGTON MUTUAL INC  
 Form 4  
 April 14, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**KILLINGER KERRY K**

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)  
**04/12/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

**SEATTLE, WA 98101**

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

(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)
			Code	V	Amount or Price		
Common	04/12/2005		A		88,575.2 (1)	A	(3) 1,294,937.1 D
Common	04/12/2005		D		86,842.1 (2)	D	\$ 39.3 1,208,095 D
Common	04/12/2005		F		1,733.9	D	\$ 39.3 1,206,361.1 D
Common							100,000 I By GRAT
Common							2,000 I In trust for son 1
Common							2,000 I

In trust for  
son 2

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 number.**

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(9-02)

**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	\$ 0 <sup>(4)</sup>	04/12/2005		A	86,842.1	<sup>(5)</sup>	<sup>(5)</sup>	Common	86,842.1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KILLINGER KERRY K 1201 THIRD AVENUE SEATTLE, WA 98101	X		Chairman and CEO	

## Signatures

By: /s/ Christopher J. Bellavia,  
Attorney-in-Fact

04/14/2005

\_\_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) Shares of common stock issued in satisfaction of performance share stock unit awards for the 2002-2004 performance cycle, together with dividend equivalents thereon.

(2) Shares of common stock deferred by the reporting person pursuant to the Washington Mutual, Inc. Deferred Compensation Plan for Directors and Certain Highly Compensated Employees.

(3) Not applicable

(4) Converts to common stock on a one-for-one basis.

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(5) 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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