

WASHINGTON MUTUAL INC
 Form 4
 February 24, 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 *
 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)
 02/22/2005

____ Director _____ 10% Owner
 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)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common	02/22/2005		M		97,916 A \$ 29.94	D	
Common	02/22/2005		M		160,442 A \$ 21.92	D	
Common	02/22/2005		M		196,605 A \$ 16.96	D	
Common	02/22/2005		S		97,916 D \$ 41.2	D	
Common	02/22/2005		S		160,442 D \$ 41.2	D	
Common	02/22/2005		S		196,605 D \$ 41.2	D	
Common	02/22/2005		M		3,930 A	D	600,425.6

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							\$		
							16.96		
Common	02/22/2005		F	1,615	D	\$ 41.25	601,867.6	D	
Common	02/22/2005		M	2,993	A	\$ 33.42	603,418.6	D	
Common	02/22/2005		F	2,424	D	\$ 41.25	603,482.6	D	
Common	02/22/2005		M	3,247	A	\$ 30.79	606,665.6	D	
Common	02/22/2005		F	2,423	D	\$ 41.25	605,906.6	D	
Common	02/22/2005		M	3,335	A	\$ 29.94	610,000.6	D	
Common	02/22/2005		F	2,420	D	\$ 41.25	608,329.6	D	
Common	02/22/2005		M	1,520	A	\$ 21.92	611,520.6	D	
Common	02/22/2005		F	807	D	\$ 41.25	610,749.6	D	
Common	02/22/2005		M	843	A	\$ 39.53	612,363.6	D	
Common	02/22/2005		F	807	D	\$ 41.25	611,556.6	D	
Common							9,771.1 ⁽¹⁾	I	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 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)		
							Title

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Stock Option (Right to Buy)	\$ 29.94	02/22/2005	M	97,916	(2)	12/16/2007	Common	97,916
Stock Option (Right to Buy)	\$ 29.94	02/22/2005	M	3,335	(2)	12/16/2007	Common	3,335
Stock Option (Right to Buy)	\$ 33.42	02/22/2005	M	2,993	(2)	12/19/2010	Common	2,993
Stock Option (Right to Buy)	\$ 30.79	02/22/2005	M	3,247	(2)	12/18/2011	Common	3,247
Stock Option (Right to Buy)	\$ 16.96	02/22/2005	M	196,605	(2)	12/21/2009	Common	196,605
Stock Option (Right to Buy)	\$ 16.96	02/22/2005	M	3,930	(2)	12/21/2009	Common	3,930
Stock Option (Right to Buy)	\$ 39.53	02/22/2005	M	843	(2)	12/16/2013	Common	843
Stock Option (Right to Buy)	\$ 21.92	02/22/2005	M	160,442	(2)	12/15/2008	Common	160,442
Stock Option (Right to Buy)	\$ 21.92	02/22/2005	M	1,520	(2)	12/15/2008	Common	1,520

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			President, Consumer Group	

OPPENHEIMER DEANNA W
1201 THIRD AVENUE
SEATTLE, WA 98101

Signatures

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

02/24/2005

__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) Securities beneficially owned include contributions and dividends in 2005 in the WaMu Savings Plan.
- (2) Grant of option pursuant to the Washington Mutual, Inc. 2003 Equity Incentive Plan; including predecessor plans. One-third vests annually beginning on the first anniversary of the grant date.

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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