WASHINGTON MUTUAL, INC

Form 4/A July 11, 2008

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

response... 0.5

burden hours per

5. Relationship of Reporting Person(s) to

Issuer

1(b).

(Print or Type Responses)

Brooks Alfred R

1. Name and Address of Reporting Person *

| | | | WASHINGTON MUTUAL, INC ["WM"] | | | | | (Check all applicable) | | | | |
|--------------------------------------|---|--|---|---|--|--------------------------|--|--|---|---|--|--|
| (Last) | (First) OND AVENUE | (Month | | | | | | | | Director 10% Owner X_ Officer (give title Other (specify below) | | |
| | (Street) | | 4. If Am Filed(Mo | nendment, Date Original onth/Day/Year) | | | | A | EVP,President Commercial Group 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| SEATTLE | 01/23/2008 | | | | | _ | 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) | | 3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Prior | | | | red (A) | Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Common | 01/18/2008 | | | D | | 9,809.376 (1) | D | \$ 0 | 55,092.434 | D | | |
| Common | 01/18/2008 | | | F | | 363.673 (2) (3) | D | \$ 13.55 | 54,728.761 | D | | |
| Common | 01/18/2008 | | | D | | 4,403.612 (<u>4)</u> | D | \$ 13.55 | 50,325.149 | D | | |
| Common | 01/18/2008 | | | D | | 1,781.632 (4) | D | \$ 13.55 | 48,543.517 | D | | |
| Common <u>(5)</u> | 01/22/2008 | | | A | | 42,000 | A | \$0 | 90,543.517 | D | | |

Edgar Filing: WASHINGTON MUTUAL, INC - Form 4/A

Common 135.649 I 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.

SEC 1474

(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. Transactio Code (Instr. 8) | 5. Number of orDerivative 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 |
| Stock Option (Right to Buy) | \$ 14.77 | 01/22/2008 | | A | 360,000 | <u>(6)</u> | 01/22/2015 | Common | 360,000 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Brooks Alfred R 1301 SECOND AVENUE SEATTLE, WA 98101

EVP, President Commercial Group

Signatures

By: /s/ Casey M. Nault, Attorney-in-Fact 07/11/2008

**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) Disposition back to the Company of previously-awarded shares of restricted stock that were forfeited due to the Company not achieving specified performance criteria.
- (2) Shares of vested restricted stock withheld to satisfy withholding obligations.

(3)

Reporting Owners 2

Edgar Filing: WASHINGTON MUTUAL, INC - Form 4/A

The amendment corrects a discrepancy discovered during an administrative review; the number of shares withheld to cover taxes was originally reported as 649.722 shares.

- Upon the vesting of restricted stock, the Reporting Person deferred the receipt of the shares of common stock into the Washington Mutual (4) Deferred Compensation Plan ("DCP"). As a result, the Reporting Person is reporting the disposition of shares of common stock to the Issuer pursuant to the DCP.
- Grant of restricted stock pursuant to the Amended and Restated 2003 Equity Incentive Plan as part of the Reporting Person?s annual equity compensation award. Shares vest in two equal installments on January 22, 2010 and 2011, respectively, subject to the Company?s achievement of specified performance criteria.
- Grant of stock options pursuant to the Amended and Restated 2003 Equity Incentive Plan as part of the Reporting Person?s annual equity (6) compensation award. The stock options vest 100% on the earlier of (i) January 22, 2011 or (ii) the NYSE-reported trading price of the Company?s common stock closing at \$26 or more per share for 15 consecutive trading days.

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.