WASHINGTON MUTUAL, INC

Form 4 July 11, 2008

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

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 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,

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

CASEY THOMAS W

(Last) (First)

(Middle)

1301 SECOND AVENUE

(Street)

Filed(Month/Day/Year)

SEATTLE, WA 98101

(City)

1. Title of

Security

(Instr. 3)

Security

or Exercise

2. Issuer Name and Ticker or Trading

Symbol

WASHINGTON MUTUAL, INC ["WM"]

3. Date of Earliest Transaction

(Month/Day/Year) 07/09/2008

4. If Amendment, Date Original

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(State) (Zip)

> 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Reported (A) Transaction(s) (Instr. 3 and 4)

Securities Acquired

Code V Amount (D) Price

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

any

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

Code

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date**

(Instr. 3 and 4)

7. Title and Amount of

Underlying Securities

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP & Chief Financial Officer

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Month/Day/Year)

(Instr. 4)

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Following

Director

Applicable Line)

X_ Officer (give title

Estimated average

burden hours per

1

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) (A) or Disposed of Derivative (D) Security (Instr. 3, 4, and 5) Code V (A) Expiration Title (D) Date Amount o Exercisable Number o Date Shares Phantom (3) (3) (2) 07/09/2008 I 30,640.139 30,640. Common Stock (1)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CASEY THOMAS W 1301 SECOND AVENUE SEATTLE, WA 98101

EVP & Chief Financial Officer

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) Phantom stock value distributed upon payment commencement date selected by Reporting Person in November 2007.
- (2) Value equal to the market price of WM common stock on a one-for-one basis.
- (3) WM phantom stock units settled in cash upon payment commencement date selected by the 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. 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.

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