#### WASHINGTON MUTUAL INC

Form 4

September 22, 2005

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

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

FRANK STEPHEN E

2. Issuer Name and Ticker or Trading

Symbol

WASHINGTON MUTUAL INC

(Check all applicable)

["WM"]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 09/20/2005

5865 STRASBOURG CT

4. If Amendment, Date Original

Filed(Month/Day/Year)

X\_ Director 10% Owner Officer (give title Other (specify below)

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

RENO, NV 89511

(City) (State) (Zip)

(Street)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported

Transaction(s) (Instr. 3 and 4)

(A) or Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Pı TransactionDerivative Derivative (Month/Day/Year) Execution Date, if **Expiration Date Underlying Securities** Conversion Deri (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Securities Secu any

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) (Inst Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date Number of Shares Phantom (3) (3) (2) 09/20/2005 Α 210.95 Common 210.94

## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANK STEPHEN E 5865 STRASBOURG CT RENO, NV 89511	X			

# **Signatures**

Stock (1)

By: /s/ Sophie Hager Hume, Attorney-in-Fact 09/22/2005

\*\*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 through deferral of retainer.
- (2) Converts to common stock on a one-for-one basis.
- (3) Phantom stock distributed upon payment commencement date selected by the Reporting Person.
- (4) Amount beneficially owned includes quarterly dividends.

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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