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SMITH ORIN Form 4	1										
January 24, 20	006										
FORM	4									PPROVAL	
	UNITED	STATES		ITIES AN hington, I			NGE	COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Sectio of the Investment Company Act of 1940						Expires: Estimated a burden hou response	irs per			
See Instruct 1(b).	ction	30(n)	of the Inv	estment C	ompany	Act	OI 19	40			
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> SMITH ORIN			2. Issuer Name and Ticker or Trading Symbol WASHINGTON MUTUAL INC ["WM"]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 01/20/2006					X_ Director 10% Owner Officer (give title Other (specify below) below)			
			4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
SEATTLE, V	WA 98102							Person	more than One Ro	eporung	
(City)	(State)	(Zip)	Table	e I - Non-De	rivative S	ecuri	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any	med on Date, if Day/Year)	Transaction Code	4. Securit Acquired Disposed (Instr. 3,	(A) o of (D)	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)	
Common (1)	01/20/2006			Code V A	Amount 1,616	(D) A	Price \$ 0	1,616	D		
Reminder: Repo	rt on a separate line	for each cl	ass of secur	ities benefic	ially owne	ed dire	ectly or	indirectly.			
r	·				Person informa require	s wh ation d to s a c	o resp conta respoi	oond to the collect ined in this form nd unless the for ily valid OMB con	are not m	EC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number	6. Date Exercisable and	7. Title and Amount of	8. I
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative	Expiration Date	Underlying Securities	Der

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 3	8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 43.33	01/20/2006		А		3,333		(2)	01/20/2016	Common	3,333	

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
SMITH ORIN 1014 EAST GALER SEATTLE, WA 98102	Х							
Signatures								
By: /s/ Christopher J. Bellavia, Attorney-in-Fact			01/24/2	006				

<u>**</u>Signature of Reporting Person

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) Grant of restricted stock pursuant to the Washington Mutual, Inc. 2003 Equity Incentive Plan.
- (2) Grant of option pursuant to the Washington Mutual, Inc. 2003 Equity Incentive Plan. The option vests on the first anniversary of the grant date.

Date

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.