

Brooks Alfred R
Form 3
June 15, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Brooks Alfred R | | (Month/Day/Year) | WASHINGTON MUTUAL INC ["WM"] | |
| (Last) | (First) | (Middle) | 06/05/2006 | |
| 1201 THIRD AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SEATTLE,Â WAÂ 98101 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input checked="" type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | EVP,President Commercial Group / EVP,President Commercial Group | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common | 51,081.93 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------|----------------------------|---------------|----------------------------|---|
| Phantom Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common | 34,432 | \$ <u>(2)</u> | D | Â |
| Stock Option (Right to Buy) | Â <u>(3)</u> | 12/15/2008 | Common | 4,559 | \$ 21.9167 | D | Â |
| Stock Option (Right to Buy) | Â <u>(3)</u> | 12/21/2009 | Common | 2,895 | \$ 16.9583 | D | Â |
| Stock Option (Right to Buy) | Â <u>(3)</u> | 12/19/2010 | Common | 15,001 | \$ 33.4167 | D | Â |
| Stock Option (Right to Buy) | Â <u>(3)</u> | 12/18/2011 | Common | 12,000 | \$ 30.79 | D | Â |
| Stock Option (Right to Buy) | Â <u>(3)</u> | 12/17/2012 | Common | 25,000 | \$ 36.53 | D | Â |
| Stock Option (Right to Buy) | Â <u>(4)</u> | 12/16/2013 | Common | 35,900 | \$ 39.53 | D | Â |
| Stock Option (Right to Buy) | Â <u>(4)</u> | 01/21/2015 | Common | 21,818 | \$ 42.17 | D | Â |
| Stock Option (Right to Buy) | Â <u>(4)</u> | 01/20/2016 | Common | 16,667 | \$ 43.33 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Brooks Alfred R 1201 THIRD AVENUE SEATTLE, WA 98101 | Â | Â | Â EVP,President Commercial Group | EVP,President Commercial Group |

Signatures

By: /s/ Christopher J. Bellavia,
Attorney-in-Fact

06/15/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 the Reporting Person.
- (2) Converts to common stock on a one-for-one basis.
- (3) Option granted pursuant to the Washington Mutual, Inc. 2003 Equity Incentive Plan. One-third vested annually beginning on the first anniversary of the grant date.
- (4) Option granted pursuant to the Washington Mutual, Inc. 2003 Equity Incentive Plan. One-third vests annually beginning on the first anniversary of the grant date.

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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.