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WASHINGTON MUTUAL INC

Form 424B3

September 06, 2002

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-63976

Registration No. 333-67988

Trust Preferred Income Equity Redeemable Securities (PIERS) Units

CUSIP No. 939322 84 8

Warrants to purchase shares of Washington Mutual, Inc. Common Stock

CUSIP No. 939322 11 1

Trust Preferred Securities issued by Washington Mutual Capital Trust 2001

CUSIP No. 93933U 40 7

PROSPECTUS SUPPLEMENT DATED SEPTEMBER 6, 2002

(TO PROSPECTUS DATED SEPTEMBER 4, 2001)

WASHINGTON MUTUAL, INC.

Trust Preferred Income Equity Redeemable Securities

(PIERS) Units

This document supplements the prospectus dated September 4, 2001, relating to the units. Each unit consists of:

- o a preferred security issued by Washington Mutual Capital Trust 2001 (the "Trust"), having a stated liquidation amount of \$50, representing an undivided beneficial interest in the assets of the Trust, which assets consist solely of subordinated debentures issued by Washington Mutual, Inc. each of which has a principal amount at maturity of \$50, a stated maturity of July 1, 2041 and, at any time, an accreted value as described in the prospectus; and
- o a warrant to purchase at any time prior to the close of business on May 3, 2041, 1.2081 shares of common stock of Washington Mutual. The exercise price of each warrant on the initial date of issuance was \$32.33 and will accrete on a daily basis as described in the prospectus to \$50 on the expiration date.

At any time after issuance of the units, the preferred security and warrant components of each unit may be separated by the holder and transferred separately. Thereafter, a separated preferred security and warrant may be combined to form a unit.

The information in this prospectus supplements the information set forth under the heading "Selling Securityholders" in the prospectus dated September 4, 2001 and the prospectus supplement dated June 3, 2002. Goldman Sachs and Company was listed in the September 4, 2001 prospectus, the prospectus supplements dated April 19, 2002 and June 3, 2002, respectively, and has subsequently purchased additional units. As a result, the number of units eligible for resale pursuant to the Registration Statement by Goldman Sachs and Company is adjusted to the number set forth opposite such company's name (without adjustment for any resales that such company has made pursuant to the Registration Statement). Deutsche Bank AG London is added to the list of Selling Securityholders and the number of units that may be sold pursuant to the Registration Statement is as set forth opposite such company's name.

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| Selling Securityholder              | Securities Beneficially Owned<br>Prior to the Offering |       | Securities t<br>May be Sol<br>Hereunde |
|-------------------------------------|--|-------|--|
|                                     | Number   | Type  |  |
| Deutsche Bank AG London . . . . .   | 2,500  | Units | 2,500                                  |
| Goldman Sachs and Company . . . . . | 135,450  | Units | 135,450                                |

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"Preferred Income Equity Redeemable Securities" and "PIERS" are service marks owned by Lehman Brothers Inc.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES OFFERED HEREBY ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF ANY BANK OR SAVINGS ASSOCIATION AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION, THE BANK INSURANCE FUND, THE SAVINGS ASSOCIATION INSURANCE FUND OR ANY OTHER GOVERNMENTAL AGENCY.