

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-05-08** | Period of Report: **2006-05-05**

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ISSUER

WASHINGTON MUTUAL INC

CIK: **933136** | IRS No.: **911653725** | State of Incorporation: **WA** | Fiscal Year End: **1231**
SIC: **6035** Savings institution, federally chartered

Mailing Address
1201 THIRD AVE
SUITE 1500
SEATTLE WA 98101

Business Address
1201 THIRD AVE
STE 1500
SEATTLE WA 98101
2064612000

REPORTING OWNER

Leppert Thomas C

CIK: **1339733**
Type: **4** | Act: **34** | File No.: **001-14667** | Film No.: **06818155**

Mailing Address
901 MAIN STREET, #4900
DALLAS TX 75202

Business Address
214-915-9610

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person <u>Leppert Thomas C</u>			2. Issuer Name and Ticker or Trading Symbol <u>WASHINGTON MUTUAL INC ["WM"]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/05/2006</u>					
<u>901 MAIN STREET, #4900</u>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
<u>DALLAS, TX 75202</u>								
(City)	(State)	(Zip)						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
<u>Phantom Stock (1)</u>	<u>(2)</u>	<u>05/05/2006</u>		<u>A</u>		<u>11.538</u>		<u>(3)</u>	<u>(3)</u>	<u>Common</u>	<u>11.538</u>	<u>\$45.5</u>	<u>766.787</u>	<u>D</u>	

Explanation of Responses:

- Phantom stock shares acquired under the Washington Mutual, Inc. Deferred Compensation Plan through Board fee deferral.
- Converts to common stock on a one-for-one basis.
- Phantom stock value distributed upon payment commencement date selected by the Reporting Person.

Signatures

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

** Signature of Reporting Person

05/09/2006

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.