

WASHINGTON MUTUAL INC
 Form 5
 February 10, 2005

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
KILLINGER KERRY K

(Last) (First) (Middle)

C/O WASHINGTON MUTUAL
 INC, 1201 THIRD AVE, WMT
 1503

(Street)

SEATTLE, WA 98111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**WASHINGTON MUTUAL INC
 [WM]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D) Price			
Common	03/31/2002	^	D ⁽¹⁾	63,934.29	D \$ 33.13	790,200	D	^
Common	^	^	^	^	^ ^	100,000	I	By GRAT
Common	^	^	^	^	^ ^	2,000	I	In trust for son 1

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Common ^ ^ ^ ^ ^ ^ 2,000 I In trust
for son 2

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. **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 control number.** SEC 2270 (9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Phantom Stock	\$ 0 <u>(2)</u>	03/31/2002	^	A ⁽³⁾	63,934 ^ ^ (A) (D)	^ ^ <u>(4)</u> ^ <u>(4)</u>	Common	63,934

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KILLINGER KERRY K
C/O WASHINGTON MUTUAL INC
1201 THIRD AVE , WMT 1503
SEATTLE, WA 98111

^ X ^ ^ Chairman and CEO ^

Signatures

/s/ Sophie Hager Hume, Attorney-in-Fact for Kerry K. Killinger 02/10/2005

**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).
This Form reports the following transaction which was not previously reported due to an administrative oversight: deferral of vested restricted stock during 2002 into phantom stock account of the Washington Mutual, Inc. Deferred Compensation Plan for Directors and Certain Highly Compensated Employees ("DCP"). See Table II
- (1) restricted stock during 2002 into phantom stock account of the Washington Mutual, Inc. Deferred Compensation Plan for Directors and Certain Highly Compensated Employees ("DCP"). See Table II
- (2) Converts to common stock on a one-for-one basis.
- (3) Deferral of vested restricted stock into phantom stock account of the DCP.
- (4) Phantom stock distributed upon payment commencement date selected by reporting person.

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

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