WASHINGTON MUTUAL, INC

Form 4/A July 11, 2008

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number: January 31,

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

0.5

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

ROTELLA	STEPHEN J	,	Symbol WASH ["WM"		N MUTUAL	, INC	Is	suer (Check a	all applicable)	
(Last) 1301 SECC	(First) (DND AVENUE	(e of Earliest Transaction h/Day/Year) /2005				Director 10% Owner _X_ Officer (give title below) below) President and COO		
SEATTLE,	I	4. If Amendment, Date Original Filed(Month/Day/Year) 08/03/2005					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non	-Derivative Sec	urities	Acquir	ed, Disposed of, o	r Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day.	ate, if	3. Transactic Code (Instr. 8)	4. Securities A pror Disposed of (Instr. 3, 4 and Amount	f (D)	d (A)	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	08/01/2005			D	87,955.731 (1)	D	\$ 42.5	276,680.956	D	
Common	08/01/2005			F	2,006.858	D	\$ 42.5	274,674.098	D	

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

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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 on Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4
	,			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock	<u>(2)</u>	08/01/2005		A	87,955.731		(3)	(3)	Common
Phantom Stock (4)	<u>(2)</u>	08/01/2005		D		87,955.731	(3)	(3)	Common

Reporting Owners

Reporting Owner Name / Address	Keiationships						
	Director	10% Owner	Officer	Other			

ROTELLA STEPHEN J 1301 SECOND AVENUE SEATTLE, WA 98101

President and COO

Deletionship

Signatures

By: /s/ Casey M. Nault, Attorney-in-Fact

07/11/2008

Date

**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) Deferral of vested restricted stock into the Washington Mutual, Inc. ("WM") Deferred Compensation Plan.
- (2) Value equal to the market price of WM common stock on a one-for-one basis.
- (3) WM phantom stock units settled in cash upon payment commencement date selected by the Reporting Person.
 - This Form amends the Form 4 previously filed on August 3, 2005 to reflect Mr. Rotella's deferral of 87,955.731 shares of common stock into a non stock based method of earnings accrual pursuant to the Washington Mutual, Inc. Deferred Compensation Plan for Directors
- (4) and Certain Highly Compensated Employees. (the "DCP"). Due to an administrative error, Mr. Rotella's original Form 4 reflected a deferral of 87,955.731 shares of common stock into the phantom stock method of earnings acrrual in the DCP. Mr. Rotella did not originally acquire, and is not now disposing of, the phantom stock units originally reported as acquired on August 1, 2005.

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.

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