

WASHINGTON MUTUAL, INC
 Form 4
 January 23, 2008

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 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 *
KILLINGER KERRY K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1301 SECOND AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/18/2008

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

SEATTLE, WA 98101

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 |
| Common | 01/18/2008 | | F | | 13,056 ⁽¹⁾ | D | \$ 13.55 |
| Common | 01/18/2008 | | D | | 140,684.82 ⁽²⁾ | D | \$ 0 |
| Common | | | | | | I | 155,943 |
| Common | | | | | | I | 851,094.73 |
| | | | | | | | By GRAT |
| | | | | | | | By Living Trust |

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option (Right to Buy) | \$ 14.77 | 01/22/2008 | | A | 3,200,000 | (3) | 01/22/2015 | Common | 3,200,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KILLINGER KERRY K 1301 SECOND AVENUE SEATTLE, WA 98101 | X | | Chairman and CEO | |

Signatures

By: /s/ Christopher J. Bellavia,
Attorney-in-Fact
Date: 01/23/2008

__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).

(1) Shares of vested restricted stock withheld to satisfy withholding obligations.

(2) Disposition back to the Company of previously-awarded shares of restricted stock that were forfeited due to the Company not achieving specified performance criteria.

Grant of stock options pursuant to the Amended and Restated 2003 Equity Incentive Plan as part of the Reporting Person's annual equity compensation award. 1.6 million of the stock options will vest upon the later of (i) January 22, 2011 or (ii) the NYSE-reported trading price of the Company's common stock closing at \$26 or more per share for 15 consecutive trading days. 1.6 million of the stock options will vest upon the later of (i) January 22, 2012 or (ii) the NYSE-reported trading price of the Company's common stock closing at \$35 or more per share for 15 consecutive trading days.

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

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