

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 *
 TALL CRAIG E

(Last) (First) (Middle)

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)
 Vice Chair, Corp. Development

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) | (A) or (D) | Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------------------------|--|--|---|
| Common Stock | 03/31/2001 | ^ | D ⁽¹⁾ | 12,004.68 | D | \$ 54.75 ⁽²⁾ | 71,199 | D | ^ |
| Common Stock | 03/31/2002 | ^ | D ⁽¹⁾ | 17,786.38 | D | \$ 33.13 | 71,199 | D | ^ |
| | ^ | ^ | ^ | ^ | ^ | ^ | 1,500 | I | |

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Common Stock By Spouse
 Common Stock WaMu Savings Plan

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Phantom Stock | \$ 0 (3) | 03/31/2001 | ^ | A(4) | 12,004.68 ^ | ^ (5) ^ (5) | Common 12,004 |
| Phantom Stock | \$ 0 (3) | 03/31/2002 | ^ | A(4) | 17,786.38 ^ | ^ (5) ^ (5) | Common 17,786 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TALL CRAIG E WASHINGTON MUTUAL INC 1201 THIRD AVE WMT 1503 SEATTLE, WA 98111 | ^ | ^ | ^ Vice Chair, Corp. Development | ^ |

Signatures

/s/ Sophie Hager Hume, Attorney-in-Fact for Craig E. Tall 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 transactions which were not previously reported due to an administrative oversight: deferral of vested
- (1) restricted stock during 2001 and 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) Does not reflect 3-for-2 stock split in April 2001.

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- (3) Converts to common stock on a one-for-one basis.
- (4) Deferral of vested restricted stock into phantom stock account of the DCP.
- (5) 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. 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.