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WASHING Form 4 February 16	TON MUTUAL 1 5, 2005	INC							
FORM	ЛЛ							PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287	
Check th if no lor subject to Section Form 4 Form 5 obligation may cor	Expires: Estimated burden hou response	urs per							
<i>See</i> Inst 1(b).	ruction	50(11) 01	f the Investm	ent compa	ny net or i	1940			
(Print or Type	Responses)								
			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)			3. Date of Earliest Transaction (Month/Day/Year) 02/14/2005			XDirector10% Owner Officer (give titleOther (specify below) below)			
			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
LOS ANG	ELES, CA 90013	1011					More than One R		
(City)	(State)	(Zip)	Table I - No	on-Derivative	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Da any	Code Year) (Instr. 8	 4. Securi ctionAcquirec Disposec 3) (Instr. 3, V Amount 	(A) or d of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	port on a separate line	e for each class	s of securities be	-	-	-	otion of	NEC 1474	
				Perso	ons who res	spond to the colle		SEC 1474	

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr.	8)	 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 			(Instr.			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	\$ 0 <u>(2)</u>	02/14/2005	А		36.84		(3)	(3)	Common	36.84	\$ 40
Phantom Stock (1)	\$ 0 <u>(2)</u>	02/15/2005	А		142.6		(3)	(3)	Common	142.6	\$ 41

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
WILLIS B WOOD JR GT23H4 555 WEST 5TH STREET LOS ANGELES, CA 900131011	Х							
Signatures								
By: /s/ Sophie Hager Hume, Attorney-in-Fact	02/16/2005							
**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) Phantom stock shares acquired under the Washington Mutual, Inc. (WM) Deferred Compensation Plan for Directors and Certain Highly Compensated Employees (DCP) through Board fee deferral.
- (2) Converts to common stock on a one-for-one basis.
- (3) 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 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.