

WASHINGTON MUTUAL INC
 Form 4
 November 09, 2004

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 *
WILLIS B WOOD JR

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)

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

GT23H4, 555 WEST 5TH STREET

11/05/2004

(Street)

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

LOS ANGELES, CA 900131011

(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 Ownership (Instr. 4)
			Code	V Amount or Price			
Common	11/08/2004		M	250 A \$ 7.9	22,182.02	D	
Common	11/08/2004		S	250 D \$ 39.49	21,932.02	D	
Common	11/08/2004		M	800 A \$ 7.9	22,732.02	D	
Common	11/08/2004		S	800 D \$ 39.48	21,932.02	D	
Common	11/08/2004		M	1,900 A \$ 7.9	23,832.02	D	
Common	11/08/2004		S	1,900 D \$ 39.48	21,932.02	D	
Common	11/08/2004		M	2,113 A \$ 7.9	24,045.02	D	

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock ⁽¹⁾	\$ 0 ⁽²⁾	11/05/2004		A	19.05		⁽³⁾	⁽³⁾	Common	19.05
Stock Option (Right to Buy)	\$ 7.9	11/08/2004		M		250	⁽⁴⁾	01/03/2005	Common	250
Stock Option (Right to Buy)	\$ 7.9	11/08/2004		M		800	⁽⁴⁾	01/03/2005	Common	800
Stock Option (Right to Buy)	\$ 7.9	11/08/2004		M		1,900	⁽⁴⁾	01/03/2005	Common	1,900
Stock Option (Right to Buy)	\$ 7.9	11/08/2004		M		2,113	⁽⁴⁾	01/03/2005	Common	2,113

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		X		

Signatures

By: /s/ Sophie Hager Hume,
Attorney-in-Fact

11/09/2004

__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) 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.
- (4) Grant of option pursuant to the Great Western Financial Corporation 1988 Stock Option and Incentive Plan (as amended effective July 26, 1994). The option vested on the six-month and one-year anniversary of the grant date.

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.