

WASHINGTON MUTUAL, INC
 Form 4
 September 12, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 FISHMAN ALAN H

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)
 09/10/2008

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

SEATTLE, WA 98101
 (City) (State) (Zip)

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

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 | (A) or (D) | Price |
| Common (1) | 09/10/2008 | | A | | 612,500 | A | \$ 0 |
| | | | | | 612,500 | D | |

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 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | \$ 2.32 | 09/10/2008 | | A | 5,000,000 | (2) 09/10/2015 | Common 5,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FISHMAN ALAN H 1301 SECOND AVENUE SEATTLE, WA 98101 | X | | CEO and Director | |

Signatures

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

09/12/2008

**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) Grant of restricted stock pursuant to the Amended and Restated 2003 Equity Incentive Plan as part of Reporting Person's initial sign-on equity compensation award. Performance criteria for vesting to be determined within 60 days.

Option granted pursuant to the Washington Mutual, Inc. Amended and Restated 2003 Equity Incentive Plan. The stock option grant vests in four equal 25% increments as follows: (i) 25% vests on 9/7/09, (ii) 25% vests if the average NYSE-reported closing price of the

(2) Company's common stock over 20 consecutive trading days equals or exceeds \$10.00 per share, (iii) 25% vests if the average NYSE-reported closing price of the Company's common stock over 20 consecutive trading days equals or exceeds \$14.00 per share, and (iv) 25% vests if the average NYSE-reported closing price of the Company's common stock over 20 consecutive trading days equals or exceeds \$18.00 per share.

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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