

WASHINGTON MUTUAL, INC

Form 4

January 23, 2008

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(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 <sup>(1)</sup>	D	\$ 13.55
Common	01/18/2008		D		140,684.82 <sup>(2)</sup>	D	\$ 0
Common							155,943
Common							851,094.73
						I	By GRAT
						I	By Living Trust

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)

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		<u>(3)</u>	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

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

(3) 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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