

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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 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	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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- (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.

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