

WASHINGTON MUTUAL, INC
 Form 4
 January 23, 2008

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 *
 Cathcart Ronald J

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)
 EVP & Chief Entrprise Risk Off

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 | | 600 ⁽¹⁾ | D | \$ 13.55 |
| Common | 01/18/2008 | | D | | 11,396.187 ⁽²⁾ | D | \$ 13.55 |
| Common ⁽³⁾ | 01/22/2008 | | A | | 21,000 | A | \$ 0 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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 or Number of Shares |
| Stock Option (Right to Buy) | \$ 14.77 | 01/22/2008 | | A | 360,000 | (4) | 01/22/2015 | Common | 360,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cathcart Ronald J 1301 SECOND AVENUE SEATTLE, WA 98101 | | | EVP & Chief Entrprise Risk Off | |

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.

(3) Grant of restricted stock pursuant to the Amended and Restated 2003 Equity Incentive Plan as part of the Reporting Person's annual equity compensation award. Shares vest in two equal installments on January 22, 2010 and 2011, respectively, subject to the Company's achievement of specified performance criteria.

(4) 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. The stock options vest 100% on the earlier of (i) January 22, 2011 or (ii) the NYSE-reported trading price of the Company's common stock closing at \$26 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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