

WASHINGTON MUTUAL, INC
 Form 4/A
 July 11, 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 *
ROTELLA STEPHEN 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)
 08/01/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President and COO

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

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/03/2005

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common | 08/01/2005 | | D | | 87,955.731 (1) | D | \$ 42.5 |
| Common | 08/01/2005 | | F | | 2,006.858 | D | \$ 42.5 |

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

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SEC 1474
 (9-02)

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stock | (2) | 08/01/2005 | | A | 87,955.731 | (3) | (3) | Common |
| Phantom Stock (4) | (2) | 08/01/2005 | | D | 87,955.731 | (3) | (3) | Common |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROTELLA STEPHEN J 1301 SECOND AVENUE SEATTLE, WA 98101 | | | President and COO | |

Signatures

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

07/11/2008

 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) Deferral of vested restricted stock into the Washington Mutual, Inc. ("WM") Deferred Compensation Plan.
- (2) Value equal to the market price of WM common stock on a one-for-one basis.
- (3) WM phantom stock units settled in cash upon payment commencement date selected by the Reporting Person.

This Form amends the Form 4 previously filed on August 3, 2005 to reflect Mr. Rotella's deferral of 87,955.731 shares of common stock into a non stock based method of earnings accrual pursuant to the Washington Mutual, Inc. Deferred Compensation Plan for Directors and Certain Highly Compensated Employees. (the "DCP"). Due to an administrative error, Mr. Rotella's original Form 4 reflected a deferral of 87,955.731 shares of common stock into the phantom stock method of earnings accrual in the DCP. Mr. Rotella did not originally acquire, and is not now disposing of, the phantom stock units originally reported as acquired on August 1, 2005.

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.