

WASHINGTON MUTUAL, INC

Form 4

July 02, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TPG Advisors VI, Inc.

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)

C/O TPG CAPITAL L.P., 301
COMMERCE STREET SUITE 3300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2008

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

FORT WORTH, TX 76102

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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)
Common Stock, no par value	06/30/2008		C(1)	320,000	A (1) 1,142,857 (4) (5)	I (1) (4)	See Explanation of Responses (1) (2) (3) (4) (5) (6)
Common Stock, no par value	06/30/2008		C(1)	227,428,571	A (1) 228,571,428 (4) (5)	I (1) (4)	See Explanation of Responses (1) (2) (3) (4)

(5) (6)

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

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(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 or Number of Shares
Series T Preferred Stock ⁽¹⁾	\$ 8.75 ⁽¹⁾	06/30/2008		C ⁽¹⁾			28	⁽¹⁾	⁽¹⁾	Common Stock	320,000
Series T Preferred Stock ⁽¹⁾	\$ 8.75 ⁽¹⁾	06/30/2008		C ⁽¹⁾			19,900	⁽¹⁾	⁽¹⁾	Common Stock	227,428,571

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TPG Advisors VI, Inc. C/O TPG CAPITAL L.P. 301 COMMERCE STREET SUITE 3300 FORT WORTH, TX 76102		X		
TPG Olympic Advisors, Inc. 301 COMMERCE STREET SUITE 3300 FORT WORTH, TX 76102		X		
COULTER JAMES G 301 COMMERCE STREET SUITE 3300		X		

FORT WORTH, TX 76102

Signatures

/s/ Clive D. Bode, Vice President and Secretary, TPG Advisors VI, Inc. (7)

07/02/2008

__Signature of Reporting Person

Date

/s/ Clive D. Bode, Vice President and Secretary, TPG Olympic Advisors, Inc. (7)

07/02/2008

__Signature of Reporting Person

Date

/s/ Clive D. Bode, on behalf of James G. Coulter (7) (8)

07/02/2008

__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).

Series T Contingent Convertible Perpetual Non-Cumulative Preferred Stock ("Series T Preferred Stock") of Washington Mutual, Inc. ("Issuer") automatically converted into shares of Issuer's Common Stock at a conversion price of \$8.75 per share on June 30, 2008, pursuant to its terms and conditions specified in the relevant Articles of Amendment to Issuer's Amended and Restated Articles of

- (1) Incorporation. As a result, 28 shares of Series T Preferred Stock directly held by TPG Partners VI, L.P. ("Partners VI") were converted into 320,000 shares of Issuers' Common Stock and 19,900 shares of Series T Preferred Stock directly held by Olympic Investment Partners, L.P. ("Olympic Partners") were converted into 227,428,571 shares of Issuers' Common Stock (collectively, the "Securities"). Series T Preferred Stock had no expiration date.

- (2) James G. Coulter is an officer, director and shareholder of each of TPG Advisors VI, Inc. ("Advisors VI") and TPG Olympic Advisors, Inc. ("Olympic Advisors" and, together with Mr. Coulter and Advisors VI, the "Reporting Persons"). Advisors VI is the general partner of TPG GenPar VI, L.P., which in turn is the general partner of Partners VI. Olympic Advisors is the general partner of TPG Olympic GenPar, L.P., which in turn is the general partner of Olympic Partners.

- Because of the Reporting Persons' respective relationship to each of Partners VI and Olympic Partners, Mr. Coulter may be deemed to beneficially own the Securities directly held by Partners VI and Olympic Partners; Advisors VI may be deemed to beneficially own the Securities directly held by Partners VI; and Olympic Advisors may be deemed to beneficially own the Securities directly held by
- (3) Olympic Partners, in each case to the extent of the greater of their respective pecuniary interests in the profits or capital accounts of each of Partners VI and Olympic Partners. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any Securities in excess of such amounts, respectively.

- After the conversion of Series T Preferred Stock reported herein, Partners VI directly holds 1,142,857 shares of Issuer's Common Stock, including the 822,857 shares directly held prior to the conversion as reported in the Reporting Persons' Form 3 filed with the Securities and Exchange Commission (the "SEC") on the date hereof, and Olympic Partners directly holds 227,428,571 shares of Issuer's Common Stock.
- (4)

- As reported in the Reporting Persons' Form 3 filed with the SEC on the date hereof, Mr. Coulter directly holds an additional 328,768 shares of Issuer's Common Stock and may be deemed to beneficially own an additional 47,458 shares of Issuer's Common Stock held in escrow for the benefit of Keystone Holdings Partners, L.P. ("KH Partners"), over which voting rights have been distributed to Mr. Coulter as limited partner of KH Partners.
- (5)

- Because of his relationship to KH Partners, Mr. Coulter may be deemed to beneficially own such shares of Common Stock held in escrow for the benefit of KH Partners, over which voting rights have been distributed to Mr. Coulter, to the extent of the greater of his pecuniary
- (6) interest in the profits or capital accounts of KH Partners. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that Mr. Coulter is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any Common Stock in excess of such amounts.

Remarks:

(7) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

(8) Clive D. Bode is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated August 31,

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2006, which was previously filed with the SEC.

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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