

WASHINGTON MUTUAL INC  
Form 8-K  
August 24, 2006  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): August 21, 2006

**WASHINGTON MUTUAL, INC.**

(Exact name of Registrant as specified in its charter)

**Washington**

(State or other jurisdiction  
of incorporation)

**1-14667**

(Commission File Number)

**91-1653725**

(I.R.S. Employer  
Identification No.)

**1201 THIRD AVENUE, WMT 1601**

**SEATTLE, WASHINGTON 98101**

(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code: (206) 461-2000

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 9.01**      **Financial Statements and Exhibits**

(d)      Exhibits.

The exhibits listed in the accompanying Index to Exhibits relate to the Registration Statement on Form S-3 (No. 333-130929) of the Registrant and are filed herewith for incorporation by reference in such Registration Statement.

<u>Exhibit</u>	<u>Description</u>
1.1	Underwriting Agreement dated August 21, 2006
4.1	Form of Note for the Registrant's Floating Rate Notes due August 24, 2009
4.2	Form of Note for the Registrant's 5.50% Notes due August 24, 2011
5.1	Opinion of Heller Ehrman LLP

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WASHINGTON MUTUAL, INC.

Date: August 23, 2006

By: /s/ Fay L. Chapman  
Fay L. Chapman  
Senior Executive Vice President

**INDEX TO EXHIBITS**

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5.1	Opinion of Heller Ehrman LLP