

BONDERMAN DAVID
Form 4
July 02, 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 *
BONDERMAN DAVID

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)

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

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

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

(Street)

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

FORT WORTH, TX 76102

(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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------------|-----------|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, no par value | 06/30/2008 | | C(1) | | 320,000 | A | (1) | 2,620,952 (4) (7) | I (1) (4) | See Explanation of Responses (1) (2) (3) (4) (5) (6) (7) |
| Common Stock, no par value | 06/30/2008 | | C(1) | | 227,428,571 | A | (1) | 230,049,523 (4) (7) | I (1) (4) | See Explanation of Responses |

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) 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 ("Shares") 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 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 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. Series T Preferred Stock had no expiration date.

(2) David Bonderman (the "Reporting Person") is an officer, director and shareholder of TPG Advisors VI, Inc., which is the general partner of TPG GenPar VI, L.P., which in turn is the general partner of Partners VI. The Reporting Person is also an officer, director and shareholder of TPG Olympic Advisors, Inc., which is the general partner of TPG Olympic GenPar, L.P., which in turn is the general partner of Olympic Partners.

(3) Because of the Reporting Person's relationship to Partners VI and Olympic Partners, the Reporting Person may be deemed to beneficially own such Shares directly owned by Partners VI and Olympic Partners to the extent of the greater of his pecuniary interest 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 Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any Shares in excess of such amounts.

(4) Includes (i) 1,240,294 Shares directly held by the Reporting Person, (ii) 191,637 Shares held in escrow for the benefit of Keystone Holdings Partners, L.P. ("KH Partners") of which the Reporting Person is a limited partner and has been granted voting rights over such Shares, (iii) 45,714 Shares held in escrow for the benefit of KH Partners over which voting rights have been granted to KH Group Management, Inc. ("KH Group"), a limited partner of KH Partners, of which the Reporting Person is the president and sole shareholder, (iv) 450 Shares directly held by Bonderman Family, L.P. ("Family Partnership"), of which the Reporting person is both a limited partner and the sole shareholder of an entity which in turn is the general partner of Family Partnership and (v) 822,857 Shares directly held by Partners VI from prior to the conversion of Series T Preferred Stock.

(5) Because of the Reporting Person's relationship to KH Partners and KH Group, the Reporting Person may be deemed to beneficially own such Shares held in escrow for the benefit of KH Partners, over which voting rights have been distributed to each of the Reporting Person and KH Group, to the extent of the greater of his direct or indirect pecuniary interest in KH Group and 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 the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any Shares in excess of such amounts.

(6) Because of the Reporting Person's relationship to Family Partnership, he may be deemed to beneficially own such Shares directly owned by Family Partnership to the extent of the greater of his direct or indirect pecuniary interest in the profits or capital accounts of Family Partnership. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any Shares in excess of such amounts.

(7) After the conversion of Series T Preferred Stock reported herein, each of Partners VI and Olympic Partners directly holds 1,142,857 and 227,428,571 Shares, respectively.

Remarks:

(8) Christopher J. Bellavia is signing on behalf of Mr. Bonderman pursuant to a power of attorney dated April 12, 2008, which was previously filed with the Securities and Exchange Commission.

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.