

WASHINGTON FEDERAL INC

Form 4

October 21, 2013

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HEDLUND EDWIN C

2. Issuer Name **and** Ticker or Trading
Symbol
WASHINGTON FEDERAL INC
[WAFD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
425 PIKE STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2013

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

SEATTLE, WA 98101

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 10/17/2013 | | S | 39,128 | D | | |
| | | | | (A) or (D) | Price | | |
| | | | | | \$ (1) | | |
| Common Stock | 10/18/2013 | | M | 24,199 | A | | |
| | | | | | \$ 21.2396 | | |
| Common Stock | 10/18/2013 | | S | 24,199 | D | | |
| | | | | | \$ (2) | | |
| Common Stock | | | | | | 14,417 | I By 401(k) |
| | | | | | | 399 | I |

Common
StockBy
children

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 |
| Employee Stock Option (right to buy) | \$ 21.2396 | 10/18/2013 | | M | | 24,199 | | 10/24/2006 | 10/24/2013 | Common Stock | 24,199 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| HEDLUND EDWIN C 425 PIKE STREET SEATTLE, WA 98101 | EVP & Secretary |

Signatures

Edwin C.
Hedlund 10/21/2013

**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) This transaction was executed in multiple trades at prices ranging from \$22.591 to \$22.721. The price reported above reflects the weighted-average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security

Edgar Filing: WASHINGTON FEDERAL INC - Form 4

holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.

- (2) This transaction was executed in multiple trades at prices ranging from \$22.746 to \$22.85. The price reported above reflects the weighted-average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.

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.