

WARREN JOHN C  
Form 4  
November 04, 2010

**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 \*  
WARREN JOHN C

2. Issuer Name and Ticker or Trading Symbol  
WASHINGTON TRUST  
BANCORP INC [WASH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
178 PRESERVATION WAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/03/2010

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

SOUTH KINGSTOWN, RI 02879  
(City) (State) (Zip)

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

**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)
				(A) or (D)	Price		
Common Stock	11/03/2010		A	6,992	A \$ 0	50,305	D
Common Stock	11/03/2010		F	2,422	D \$ 20.42	47,883	D
Common Stock	11/04/2010		S <sup>(1)</sup>	400	D \$ 21	47,483	D
Common Stock	11/04/2010		S <sup>(1)</sup>	611	D \$ 21.01	46,872	D
Common Stock	11/04/2010		S <sup>(1)</sup>	612	D \$ 21.02	46,260	D

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Common Stock	11/04/2010	S <sup>(1)</sup>	102	D	\$ 21.03	46,158	D
Common Stock	11/04/2010	S <sup>(1)</sup>	200	D	\$ 21.04	45,958	D
Common Stock	11/04/2010	S <sup>(1)</sup>	696	D	\$ 21.05	45,262	D
Common Stock	11/04/2010	S <sup>(1)</sup>	200	D	\$ 21.06	45,062	D
Common Stock	11/04/2010	S <sup>(1)</sup>	1,085	D	\$ 21.07	43,977	D
Common Stock	11/04/2010	S <sup>(1)</sup>	100	D	\$ 21.08	43,877	D
Common Stock	11/04/2010	S <sup>(1)</sup>	216	D	\$ 21.09	43,661	D
Common Stock	11/04/2010	S <sup>(1)</sup>	464	D	\$ 21.1	43,197	D
Common Stock	11/04/2010	S <sup>(1)</sup>	14	D	\$ 21.105	43,183	D
Common Stock	11/04/2010	S <sup>(1)</sup>	100	D	\$ 21.11	43,083	D
Common Stock	11/04/2010	S <sup>(1)</sup>	200	D	\$ 21.12	42,883	D

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.**

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Stock Options (Right to Buy)	\$ 17.8	04/23/2001	04/23/2011	Common Stock	22,383
Stock Options (Right to Buy)	\$ 20.03	04/22/2002	07/30/2010	Common Stock	4,992
Stock Options (Right to Buy)	\$ 20.03	04/22/2002	04/22/2012	Common Stock	21,968
Stock Options (Right to Buy)	\$ 20	05/12/2004	07/30/2010	Common Stock	5,000
Stock Options (Right to Buy)	\$ 20	05/12/2004	04/29/2013	Common Stock	23,125

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARREN JOHN C 178 PRESERVATION WAY SOUTH KINGSTOWN, RI 02879	X			

## Signatures

/s/ David V. Devault,  
Attorney-in-Fact

11/04/2010

\*\*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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 11, 2010.

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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