

WASHINGTON TRUST BANCORP INC
 Form 4
 June 14, 2005

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)
 171-B OCEAN ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/10/2005

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

NARRAGANSETT, RI 02882

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/10/2005 | | M | | 5,362 | A | \$ 9.7778 |
| Common Stock | 06/10/2005 | | M | | 5,478 | A | \$ 18.25 |
| Common Stock | 06/10/2005 | | F | | 6,631 | D | \$ 28.42 |
| Common Stock | 06/13/2005 | | A | | 5,800 | A | \$ 0 ⁽¹⁾ |

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|-----------------|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) | Disposed of (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock | \$ 0 | | | | | | (2) | (2) | Common Stock | 1,087,918 |
| Stock Options (Right to buy) | \$ 15.25 | | | | | | 05/15/2000 | 05/15/2010 | Common Stock | 22,953 |
| Stock Options (Right to buy) | \$ 17.5 | | | | | | 05/17/1999 | 05/17/2009 | Common Stock | 6,856 |
| Stock Options (Right to buy) | \$ 17.8 | | | | | | 04/23/2001 | 04/23/2011 | Common Stock | 28,000 |
| Stock Options (Right to buy) | \$ 20 | | | | | | 05/12/2004 | 05/12/2013 | Common Stock | 28,125 |
| Stock Options (Right to buy) | \$ 20.03 | | | | | | 04/22/2002 | 04/22/2012 | Common Stock | 26,960 |
| Stock Options (Right to buy) | \$ 9.7778 | 06/10/2005 | | M | 5,362 | | 05/13/1996 | 05/13/2006 | Common Stock | 5,362 |
| Stock Options | \$ 18.25 | 06/10/2005 | | M | 5,478 | | 12/15/1997 | 12/15/2007 | Common Stock | 5,478 |

(Right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| WARREN JOHN C 171-B OCEAN ROAD NARRAGANSETT, RI 02882 | X | | Chairman & CEO | |

Signatures

David V. Devault EVP, Secretary, Treasurer,
CFO-POA 06/14/2005

__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) Acquisition represents award of restricted stock units for no consideration.
- (2) The phantom stock units were accrued under The Washington Trust Company's deferred compensation plan and are to be settled in cash and/or common stock upon the reporting person's elections at the time of payment. The conversion of the derivative security is 1 for 1.

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.