

WASHINGTON TRUST BANCORP INC
Form 4
September 22, 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 *
TREANOR JOHN F

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)
179 PRESERVATION WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/22/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
President/Chief Oper. Officer

SOUTH KINGSTOWN, RI 02879

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

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	09/22/2008		M	6,975	A	\$ 17.5	17,268	D
Common Stock	09/22/2008		F	4,130	D	\$ 27.65	13,138	D
Common Stock							3,000	I
							Wife's Revocable Trust	

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

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SEC 1474 (9-02)

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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
Phantom Stock	\$ 0					<u>(1)</u>	<u>(1)</u>	Common Stock	610,244
Stock Options (Right to buy)	\$ 15.25					05/15/2000	05/15/2010	Common Stock	13,968
Stock Options (Right to buy)	\$ 16.375					04/01/1999	04/01/2009	Common Stock	12,122
Stock Options (Right to buy)	\$ 17.8					04/23/2001	04/23/2011	Common Stock	16,000
Stock Options (Right to buy)	\$ 20					05/12/2004	05/12/2013	Common Stock	16,565
Stock Options (Right to buy)	\$ 20.03					04/22/2002	04/22/2012	Common Stock	11,605
Stock Options (Right to buy)	\$ 17.5	09/22/2008		M	6,975	05/17/1999	05/17/2009	Common Stock	6,975

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

TREANOR JOHN F

179 PRESERVATION WAY X

SOUTH KINGSTOWN, RI 02879

President/Chief Oper. Officer

Signatures

David V. Devault EVP, Secretary, Treasurer,
CFO-POA

09/22/2008

____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 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.

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