

WARREN JOHN C
Form 4
March 24, 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)
03/22/2010

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	03/22/2010		S ⁽¹⁾	1,400 D \$ 20	50,913	D	
Common Stock	03/22/2010		M	5,617 A \$ 17.8	56,530	D	
Common Stock	03/22/2010		S ⁽¹⁾	100 D \$ 20.09	56,430	D	
Common Stock	03/22/2010		S ⁽¹⁾	3,317 D \$ 19.8	53,113	D	
Common Stock	03/22/2010		S ⁽¹⁾	300 D \$ 19.84	52,813	D	

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Common Stock	03/22/2010	<u>S</u> ⁽¹⁾	100	D	\$ 19.83	52,713	D
Common Stock	03/22/2010	<u>S</u> ⁽¹⁾	200	D	\$ 19.81	52,513	D
Common Stock	03/22/2010	<u>S</u> ⁽¹⁾	100	D	\$ 19.92	52,413	D
Common Stock	03/22/2010	<u>S</u> ⁽¹⁾	200	D	\$ 19.88	52,213	D
Common Stock	03/22/2010	<u>S</u> ⁽¹⁾	1,400	D	\$ 20	50,813	D

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

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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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 17.8	03/22/2010		M	5,617	04/23/2001 04/23/2011	Common Stock	5,617
Stock Options (Right to Buy)	\$ 20.03					04/22/2002 04/22/2012	Common Stock	26,960
Stock Options (Right to Buy)	\$ 20					05/12/2004 05/12/2013	Common Stock	28,125

Reporting Owners

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

Signatures

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

03/24/2010

__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 5, 2009.

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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