

WASHINGTON TRUST BANCORP INC

Form 4

September 22, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TREANOR JOHN F

(Last) (First) (Middle)

179 PRESERVATION WAY

(Street)

SOUTH KINGSTOWN, RI 02879

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
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

President/Chief Oper. Officer

SOUTH KINGSTOWN, RI 02879

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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