

WASHINGTON TRUST BANCORP INC

Form 5

February 10, 2005

FORM 5**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).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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
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2005
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1. Name and Address of Reporting Person *
WARREN JOHN C

(Last) (First) (Middle)

171-B OCEAN ROAD

(Street)

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

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2004

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)
Chairman & CEO

6. Individual or Joint/Group Reporting

(check applicable line)

NARRAGANSETT, RI 02882

(City) (State) (Zip)

☒ 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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â Â	44,443 ⁽¹⁾	D	Â

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

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contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**

SEC 2270
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock	\$ 0 ⁽²⁾	Â	Â	Â	Â	Â	Â ⁽²⁾	Â ⁽²⁾	Common Stock	1,060.
Phantom Stock	\$ 0 ⁽²⁾	01/15/2004	Â	L	6.272	Â	Â ⁽²⁾	Â ⁽²⁾	Common Stock	6.27
Phantom Stock	\$ 0 ⁽²⁾	04/15/2004	Â	L	7.128	Â	Â ⁽²⁾	Â ⁽²⁾	Common Stock	7.12
Phantom Stock	\$ 0 ⁽²⁾	07/15/2004	Â	L	7.224	Â	Â ⁽²⁾	Â ⁽²⁾	Common Stock	7.22
Phantom Stock	\$ 0 ⁽²⁾	10/15/2004	Â	L	6.937	Â	Â ⁽²⁾	Â ⁽²⁾	Common Stock	6.93
Stock Options (Right to buy)	\$ 9.7778	Â	Â	Â	Â	Â	05/13/1996	05/13/2006	Common Stock	5,36
Stock Options (Right to buy)	\$ 15.25	Â	Â	Â	Â	Â	05/15/2000	05/15/2010	Common Stock	22,9
Stock Options (Right to buy)	\$ 17.5	Â	Â	Â	Â	Â	05/17/1999	05/17/2009	Common Stock	6,85
Stock Options (Right to buy)	\$ 17.8	Â	Â	Â	Â	Â	04/23/2001	04/23/2011	Common Stock	28,0
Stock Options (Right to buy)	\$ 18.25	Â	Â	Â	Â	Â	12/15/1997	12/15/2007	Common Stock	18,7
Stock Options (Right to buy)	\$ 20	Â	Â	Â	Â	Â	05/12/2004	05/12/2013	Common Stock	28,1
	\$ 20.03	Â	Â	Â	Â	Â	04/22/2002	04/22/2012		26,9

Stock
Options
(Right to
buy)

Common
Stock

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

/s/ David V. Devault EVP, Treas, CFO -
POA

02/10/2005

__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) Balance reflects disposition of cash for payment of fractional shares from the Corporation's dividend reinvestment plan and acquisitions pursuant to dividend reinvestments, both exempt from Form 4 reporting under Rule 16a-11.
- (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 is 1 for 1.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.