

WASHINGTON TRUST BANCORP INC
 Form 4
 September 22, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

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

179 PRESERVATION WAY

(Street)

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

SOUTH KINGSTOWN, RI 02879

(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 | | | | | (1) | (1) | 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

Reporting Owners

2

