

PERINO BARBARA J
Form 4
February 07, 2005

FORM 4

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

OMB APPROVAL

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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 *
PERINO BARBARA J

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)
16 LINKS PASSAGE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP Operations & Technology

WESTERLY, RI 02891

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/04/2005		M	2,016	A \$ 7.6297	6,962.7533	D
Common Stock	02/04/2005		F	1,142	D \$ 29.82	5,820.7533	D

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)	8. Amount or Number of Shares
Stock Options (Right to buy)	\$ 9.7778					05/13/1996 05/13/2006	Common Stock	1,652
Stock Options (Right to buy)	\$ 11.5555					05/12/1997 05/12/2007	Common Stock	1,472
Stock Options (Right to buy)	\$ 15.25					05/15/2000 05/15/2010	Common Stock	4,820
Stock Options (Right to buy)	\$ 17.5					05/17/1999 05/17/2009	Common Stock	3,775
Stock Options (Right to buy)	\$ 17.8					04/23/2001 04/23/2011	Common Stock	4,425
Stock Options (Right to buy)	\$ 18.25					12/15/1997 12/15/2007	Common Stock	1,005
Stock Options (Right to buy)	\$ 20					05/12/2004 05/12/2013	Common Stock	4,690
Stock Options (Right to buy)	\$ 20.03					04/22/2002 04/22/2012	Common Stock	4,195

Stock
 Options (Right to buy) \$ 7.6297 02/04/2005 M 2,016 05/12/1995 05/12/2005 Common Stock 2,016 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERINO BARBARA J 16 LINKS PASSAGE WESTERLY, RI 02891			SVP Operations & Technology	

Signatures

David V. Devault EVP, Treas,
 CFO-POA 02/07/2005

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).

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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