

HOXSIE KATHERINE W
 Form 4/A
 December 28, 2004

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 *
 HOXSIE KATHERINE W

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)
 C/O HOXSIE BUICK, PONTIAC,
 GMC TRUCK INC, 100 GRANITE
 STREET, P.O. BOX 355
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/29/2004

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

WESTERLY, RI 02891
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/02/2004

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					13,670	D	
Common Stock					36,982	I	By Trust
Common Stock	10/29/2004		S ⁽¹⁾	3,000 D	\$ 10,927	I	J. Kirby (spouse) as Co-Trustee P. Kirby Trust

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Common Stock	11/01/2004		S ⁽¹⁾	3,277	D	\$ 27.15	7,650	I	J. Kirby (spouse) as Co-Trustee P. Kirby Trust
Common Stock							92,203	I	Joseph J. Kirby (spouse)

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

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(9-02)

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. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 6.7407					04/25/1995	04/25/2005	Common Stock	5,063
Stock Options (Right to buy)	\$ 12.1667					04/29/1998	04/29/2007	Common Stock	1,688
Stock Options (Right to buy)	\$ 15.5					04/25/2001	04/25/2010	Common Stock	2,000
Stock Options (Right to buy)	\$ 17.85					04/24/2002	04/24/2011	Common Stock	2,000

Stock Options (Right to buy)	\$ 19.5	04/27/2000	04/27/2009	Common Stock	1,688
Stock Options (Right to buy)	\$ 20.23	04/23/2003	04/23/2012	Common Stock	2,000
Stock Options (Right to buy)	\$ 20.62	04/29/2006	04/29/2013	Common Stock	2,000
Stock Options (Right to buy)	\$ 21.3333	04/28/1999	04/28/2008	Common Stock	1,688
Stock Options (Right to buy)	\$ 27.56	04/27/2007	04/27/2014	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOXSIE KATHERINE W C/O HOXSIE BUICK, PONTIAC, GMC TRUCK INC 100 GRANITE STREET, P.O. BOX 355 WESTERLY, RI 02891	X			

Signatures

David V. Devault EVP, Treas,
CFO-POA

12/28/2004

**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) Disposition transaction code D was inadvertently reported on original filing rather than disposition code S.

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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