

RAUH B MICHAEL
Form 4
February 04, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RAUH B MICHAEL

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)

56 SOUTH RIVER DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2005

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP, Corporate Sales

NARRAGANSETT, RI 02882

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/03/2005		M		4,455	A	\$ 7.6297
Common Stock	02/03/2005		F		2,419	D	\$ 29.77

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. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 9.7778					05/13/1996	05/13/2006	Common Stock	5,522	
Stock Options (Right to buy)	\$ 11.5555					05/12/1997	05/12/2007	Common Stock	5,193	
Stock Options (Right to buy)	\$ 15.25					05/15/2000	05/15/2010	Common Stock	5,510	
Stock Options (Right to buy)	\$ 17.5					05/17/1999	05/17/2009	Common Stock	4,415	
Stock Options (Right to buy)	\$ 17.8					04/23/2001	04/23/2011	Common Stock	5,060	
Stock Options (Right to buy)	\$ 18.25					12/15/1997	12/15/2007	Common Stock	3,908	
Stock Options (Right to buy)	\$ 20					05/12/2004	05/12/2013	Common Stock	4,875	
Stock Options (Right to buy)	\$ 20.03					04/22/2002	04/22/2012	Common Stock	4,720	

Stock

Options

(Right to
buy)

\$ 7.6297

02/03/2005

M

4,455

05/12/1995

05/12/2005

Common
Stock

4,455

\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

RAUH B MICHAEL
56 SOUTH RIVER DRIVE
NARRAGANSETT, RI 02882

SVP, Corporate Sales

Signatures

David V. Devault EVP, Treas,
CFO-POA

02/04/2005

____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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