

WASHINGTON TRUST BANCORP INC

Form 4

April 29, 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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RANDALL H DOUGLAS III

(Last) (First) (Middle)

4009 POST ROAD, P.O. BOX 422

(Street)

CHARLESTOWN, RI 02813

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

WASHINGTON TRUST  
BANCORP INC [WASH]

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

01/14/2005

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)

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					10,582	D	

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  
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SEC 1474  
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock	\$ 0 <sup>(1)</sup>	01/14/2005		L		4.612		<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	4.612
Phantom Stock	\$ 0 <sup>(1)</sup>	01/28/2005		L		116.598		<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	116.59
Phantom Stock	\$ 0 <sup>(1)</sup>	02/18/2005		L		46.296		<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	46.296
Phantom Stock	\$ 0 <sup>(1)</sup>	03/22/2005		L		45.694		<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	45.694
Phantom Stock	\$ 0 <sup>(1)</sup>	04/15/2005		L		6.712		<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	6.712
Phantom Stock	\$ 0 <sup>(1)</sup>	04/28/2005		L		171.863		<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	171.863
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)	\$ 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)	\$ 27.56							04/27/2007	04/27/2014	Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director   10% Owner   Officer   Other
RANDALL H DOUGLAS III 4009 POST ROAD P.O. BOX 422 CHARLESTOWN, RI 02813	X

## Signatures

David V. Devault EVP, Treas, CFO-POA	04/29/2005
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\_\_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) 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 security is 1 for 1.

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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