

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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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 *
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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| 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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