

WASHINGTON TRUST BANCORP INC

Form 5

February 10, 2005

FORM 5**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).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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
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2005
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1. Name and Address of Reporting Person *
VESEY JAMES M

(Last) (First) (Middle)

19 JUNIPER HILL DRIVE

(Street)

COVENTRY, RI 02816

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

**WASHINGTON TRUST
BANCORP INC [WASH]**

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2004

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)
SVP & Chief Credit Officer

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â Â Â	900	D	Â

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

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SEC 2270
(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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock	\$ 0 ⁽¹⁾	Â	Â	Â	Â	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	221.57
Phantom Stock	\$ 0 ⁽¹⁾	01/15/2004	Â	L	1.311	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	1.311
Phantom Stock	\$ 0 ⁽¹⁾	04/15/2004	Â	L	1.489	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	1.489
Phantom Stock	\$ 0 ⁽¹⁾	07/15/2004	Â	L	1.509	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	1.509
Phantom Stock	\$ 0 ⁽¹⁾	10/15/2004	Â	L	1.45	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	1.45
Stock Options (Right to buy)	\$ 15.25	Â	Â	Â	Â	Â	05/15/2000	05/15/2010	Common Stock	5,660
Stock Options (Right to buy)	\$ 17.5	Â	Â	Â	Â	Â	05/17/1999	05/17/2009	Common Stock	4,500
Stock Options (Right to buy)	\$ 17.8	Â	Â	Â	Â	Â	04/23/2001	04/23/2011	Common Stock	5,270
Stock Options (Right to buy)	\$ 20	Â	Â	Â	Â	Â	05/12/2004	05/12/2013	Common Stock	5,065
Stock Options (Right to buy)	\$ 20.03	Â	Â	Â	Â	Â	04/22/2002	04/22/2012	Common Stock	4,905

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

VESEY JAMES M
19 JUNIPER HILL DRIVE
COVENTRY, RI 02816

Â Â Â SVP & Chief Credit Officer Â

Signatures

/s/ David V. Devault EVP, Treas, CFO -
POA

02/10/2005

__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).

- (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.

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