

WASHINGTON TRUST BANCORP INC  
 Form 4  
 May 08, 2007

**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 \*  
**TREANOR JOHN F**

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)  
**537 KETTLE POND DRIVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/04/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President/Chief Oper. Officer**

**SOUTH KINGSTOWN, RI 02879**  
 (City) (State) (Zip)

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

**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                    | 05/04/2007                           |                                                    | M                              |                                                                   | 427 A \$ 15.25                                                                                | 12,927                                                   | D                                                     |
| Common Stock                    | 05/04/2007                           |                                                    | M                              |                                                                   | 3,573 A \$ 17.5                                                                               | 16,500                                                   | D                                                     |
| Common Stock                    | 05/04/2007                           |                                                    | M                              |                                                                   | 4,000 A \$ 20.03                                                                              | 20,500                                                   | D                                                     |
| Common Stock                    | 05/04/2007                           |                                                    | S                              |                                                                   | 7,400 D \$ 26.15                                                                              | 13,100                                                   | D                                                     |
| Common Stock                    | 05/04/2007                           |                                                    | S                              |                                                                   | 600 D \$ 26.22                                                                                | 12,500                                                   | D                                                     |

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|                 |       |   |                              |
|-----------------|-------|---|------------------------------|
| Common<br>Stock | 3,000 | I | Wife's<br>Revocable<br>Trust |
|-----------------|-------|---|------------------------------|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                 |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title           | Amount or<br>Number of<br>Shares |
| Phantom<br>Stock                                    | \$ 0                                                               |                                         |                                                             |                                      |                                                                                                                 | (1)                                                            | (1)                                                                 | Common<br>Stock | 572.208                          |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 16.375                                                          |                                         |                                                             |                                      |                                                                                                                 | 04/01/1999                                                     | 04/01/2009                                                          | Common<br>Stock | 12,122                           |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 17.8                                                            |                                         |                                                             |                                      |                                                                                                                 | 04/23/2001                                                     | 04/23/2011                                                          | Common<br>Stock | 16,000                           |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 20                                                              |                                         |                                                             |                                      |                                                                                                                 | 05/12/2004                                                     | 05/12/2013                                                          | Common<br>Stock | 16,565                           |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 15.25                                                           | 05/04/2007                              |                                                             | M                                    | 427                                                                                                             | 05/15/2000                                                     | 05/15/2010                                                          | Common<br>Stock | 427                              |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 17.5                                                            | 05/04/2007                              |                                                             | M                                    | 3,573                                                                                                           | 05/17/1999                                                     | 05/17/2009                                                          | Common<br>Stock | 3,573                            |
|                                                     | \$ 20.03                                                           | 05/04/2007                              |                                                             | M                                    | 4,000                                                                                                           | 04/22/2002                                                     | 04/22/2012                                                          |                 | 4,000                            |

Stock  
Options  
(Right to  
buy)

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                               |       |
|----------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                      | Director      | 10% Owner | Officer                       | Other |
| TREANOR JOHN F<br>537 KETTLE POND DRIVE<br>SOUTH KINGSTOWN, RI 02879 | X             |           | President/Chief Oper. Officer |       |

## Signatures

David V. Devault EVP, Secretary, Treasurer,  
CFO-POA

05/08/2007

\_\_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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.