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WASHINGTON TRUST BANCORP INC

Form 4

September 22, 2008

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

burden hours per

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TREANOR JOHN F	2. Issuer Name and Ticker or Trading Symbol WASHINGTON TRUST	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	BANCORP INC [WASH]	(
(Last) (First) (Middle) 179 PRESERVATION WAY	3. Date of Earliest Transaction (Month/Day/Year) 09/22/2008	X Director 10% OwnerX Officer (give title Other (specify below) President/Chief Oper. Officer			
(Street)	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			
SOUTH KINGSTOWN, RI 02879		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-D	Derivative	Secu	rities Acq	uired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock	09/22/2008		M	6,975	A	\$ 17.5	17,268	D	
Common Stock	09/22/2008		F	4,130	D	\$ 27.65	13,138	D	
Common Stock							3,000	I	Wife's Revocable Trust

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	Section of Dispose (A) Dispose (D)	urities juired or posed of tr. 3, 4,	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 or Number of Shares
Phantom Stock	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	610.244
Stock Options (Right to buy)	\$ 15.25						05/15/2000	05/15/2010	Common Stock	13,968
Stock Options (Right to buy)	\$ 16.375						04/01/1999	04/01/2009	Common Stock	12,122
Stock Options (Right to buy)	\$ 17.8						04/23/2001	04/23/2011	Common Stock	16,000
Stock Options (Right to buy)	\$ 20						05/12/2004	05/12/2013	Common Stock	16,565
Stock Options (Right to buy)	\$ 20.03						04/22/2002	04/22/2012	Common Stock	11,605
Stock Options (Right to buy)	\$ 17.5	09/22/2008		M		6,975	05/17/1999	05/17/2009	Common Stock	6,975

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

TREANOR JOHN F

179 PRESERVATION WAY X President/Chief Oper. Officer
SOUTH KINGSTOWN, RI 02879

Signatures

David V. Devault EVP, Secretary, Treasurer, CFO-POA 09/22/2008

**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.

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