

GIBSON WILLIAM D  
 Form 4/A  
 February 10, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**GIBSON WILLIAM D**

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)  
**7 SWING DRIVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/12/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP Credit Administration**

**BERKLEY, MA 02779**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**12/14/2005**

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	1,852.7669 <sup>(1)</sup> 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 required to respond unless the form displays a currently valid OMB control number.**

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)	Amount or Number of Shares
Stock Options (Right to buy)	\$ 15.25					05/15/2000 05/15/2010	Common Stock	4,46
Stock Options (Right to buy)	\$ 17.5					05/17/1999 05/17/2009	Common Stock	4,50
Stock Options (Right to buy)	\$ 17.8					04/23/2001 04/23/2011	Common Stock	5,00
Stock Options (Right to buy)	\$ 20					05/12/2004 05/12/2013	Common Stock	4,87
Stock Options (Right to buy)	\$ 20.03					04/22/2002 04/22/2012	Common Stock	4,72
Stock Options (Right to buy)	\$ 26.81					06/13/2005 06/13/2015	Common Stock	3,30
Stock Options (Right to buy)	\$ 28.16	12/12/2005		A	3,300	12/12/2005 <sup>(2)</sup> 12/12/2015 <sup>(2)</sup>	Common Stock	3,30

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GIBSON WILLIAM D  
7 SWING DRIVE  
BERKLEY, MA 02779

SVP Credit Administration

## Signatures

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

02/10/2006

\_\_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).
- (2) These options were granted under The Washington Trust Bancorp, Inc.'s 1997 Equity Incentive Plan and will expire 10 years after the date the options were granted. 100% of the total options granted are exercisable on the grant date.
- (1) Balance reflects acquisitions pursuant to dividend reinvestments exempt from Form 4 reporting under Rule 16a-11.

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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