

WASHINGTON TRUST BANCORP INC
 Form 5
 February 10, 2005

FORM 5

**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).
 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

1. Name and Address of Reporting Person *
WARREN JOHN C

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

171-B OCEAN ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NARRAGANSETT, RI 02882

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | | | | (A) Amount (D) Price | 44,443 ⁽¹⁾ | D | |

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

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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 ⁽²⁾ | Â | Â | Â | Â | Â | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 1,060. |
| Phantom Stock | \$ 0 ⁽²⁾ | 01/15/2004 | Â | L | 6.272 | Â | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 6.27 |
| Phantom Stock | \$ 0 ⁽²⁾ | 04/15/2004 | Â | L | 7.128 | Â | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 7.12 |
| Phantom Stock | \$ 0 ⁽²⁾ | 07/15/2004 | Â | L | 7.224 | Â | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 7.22 |
| Phantom Stock | \$ 0 ⁽²⁾ | 10/15/2004 | Â | L | 6.937 | Â | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 6.93 |
| Stock Options (Right to buy) | \$ 9.7778 | Â | Â | Â | Â | Â | 05/13/1996 | 05/13/2006 | Common Stock | 5,36 |
| Stock Options (Right to buy) | \$ 15.25 | Â | Â | Â | Â | Â | 05/15/2000 | 05/15/2010 | Common Stock | 22,9 |
| Stock Options (Right to buy) | \$ 17.5 | Â | Â | Â | Â | Â | 05/17/1999 | 05/17/2009 | Common Stock | 6,85 |
| Stock Options (Right to buy) | \$ 17.8 | Â | Â | Â | Â | Â | 04/23/2001 | 04/23/2011 | Common Stock | 28,0 |
| Stock Options (Right to buy) | \$ 18.25 | Â | Â | Â | Â | Â | 12/15/1997 | 12/15/2007 | Common Stock | 18,7 |
| Stock Options (Right to buy) | \$ 20 | Â | Â | Â | Â | Â | 05/12/2004 | 05/12/2013 | Common Stock | 28,1 |
| | \$ 20.03 | Â | Â | Â | Â | Â | 04/22/2002 | 04/22/2012 | | 26,9 |

Stock
Options
(Right to
buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WARREN JOHN C 171-B OCEAN ROAD NARRAGANSETT, RI 02882 | X | A | A Chairman & CEO | A |

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) Balance reflects disposition of cash for payment of fractional shares from the Corporation's dividend reinvestment plan and acquisitions pursuant to dividend reinvestments, both exempt from Form 4 reporting under Rule 16a-11.
- (2) 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 is 1 for 1.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.