

WASHINGTON TRUST BANCORP INC
 Form 4
 February 14, 2017

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 *
ECKEL ELIZABETH B

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 CHATHAM COURT
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/25/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP Marketing

WESTERLY, RI 02891

(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 (D) | Price | |
| Common Stock | 11/25/2008 | | P | | 100 | A \$ 17 | 100 ⁽¹⁾ ⁽²⁾ I Jonathan D. Eckel (spouse) brokerage account |
| Common Stock | 03/05/2009 | | P | | 100 | A \$ 12.5 | 200 ⁽¹⁾ ⁽³⁾ I Jonathan D. Eckel (spouse) brokerage account |
| Common Stock | 12/09/2016 | | S | | 100 | D \$ 56.8866 | 100 ⁽¹⁾ I Jonathan D. Eckel |

| | | | |
|--------------|--------------------------|---|----------------------------------|
| Common Stock | 12,173.744 <u>(4)</u> | D | (spouse) brokerage account |
| Common Stock | 2,158.588 <u>(4)</u> | I | Jonathan D. Eckel (spouse) |

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)

| 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) | 8. Price of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 24.12 | | | | | 06/16/2011 06/16/2018 | Common Stock | 1,500 | |
| Stock Options (Right to Buy) | \$ 17.52 | | | | | 06/01/2013 06/01/2020 | Common Stock | 1,400 | |
| Stock Options (Right to Buy) | \$ 21.71 | | | | | 06/13/2014 06/13/2021 | Common Stock | 2,300 | |
| Stock Options (Right to Buy) | \$ 23.27 | | | | | 06/18/2015 06/18/2022 | Common Stock | 2,600 | |

| | | | | | |
|---------------------------------------|----------|------------|------------|-----------------|-------|
| Buy) | | | | | |
| Stock Options (Right to Buy) | \$ 32.77 | 10/15/2016 | 10/15/2023 | Common Stock | 2,200 |
| Stock Options (Right to Buy) | \$ 32.74 | 10/09/2017 | 10/09/2024 | Common Stock | 950 |
| Stock Options (Right to Buy) | \$ 40.25 | 10/18/2019 | 10/18/2026 | Common Stock | 2,000 |
| Stock Options (Right to Buy) | \$ 39.55 | 10/13/2018 | 10/13/2025 | Common Stock | 1,850 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| ECKEL ELIZABETH B 7 CHATHAM COURT WESTERLY, RI 02891 | | | SVP Marketing | |

Signatures

/s/ David V. Devault,
Attorney-in-Fact

02/14/2017

__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 reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
 - (2) Total as of 11/25/2008.
 - (3) Total as of 3/5/2009.
 - (4) Balance reflects acquisitions pursuant to dividend reinvestments exempt from Form 4 reporting under Rule 16a-11.

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