

WARREN JOHN C
Form 4
June 26, 2009

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 *
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)
178 PRESERVATION WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/24/2009

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	06/24/2009		S ⁽¹⁾	330 D \$ 18	61,331	D	
Common Stock	06/25/2009		S ⁽¹⁾	712 D \$ 18	60,619	D	
Common Stock	06/25/2009		S ⁽¹⁾	188 D \$ 18.01	60,431	D	
Common Stock	06/26/2009		S ⁽¹⁾	800 D \$ 18	59,631	D	
Common Stock	06/26/2009		S ⁽¹⁾	1,600 D \$ 18.03	58,031	D	

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Common Stock	06/26/2009	S ⁽¹⁾	500	D	\$ 18.1	57,531	D
Common Stock	06/26/2009	S ⁽¹⁾	100	D	\$ 18.13	57,431	D
Common Stock	06/26/2009	S ⁽¹⁾	100	D	\$ 18.17	57,331	D
Common Stock	06/26/2009	S ⁽¹⁾	270	D	\$ 18.2	57,061	D
Common Stock	06/26/2009	S ⁽¹⁾	400	D	\$ 18.22	56,661	D

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 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 Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Options (Right to Buy)	\$ 15.25					05/15/2000 05/15/2010		Common Stock	12,703
Stock Options (Right to Buy)	\$ 17.8					04/23/2001 04/23/2011		Common Stock	28,000
Stock Options (Right to Buy)	\$ 20.03					04/22/2002 04/22/2012		Common Stock	26,960
	\$ 20					05/12/2004 05/12/2013			28,125

Stock
Options
(Right to
Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARREN JOHN C 178 PRESERVATION WAY SOUTH KINGSTOWN, RI 02879	X		Chairman & CEO	

Signatures

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

06/26/2009

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 5, 2009.

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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