

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 \*  
**TREANOR JOHN F**

(Last) (First) (Middle)

**537 KETTLE POND DRIVE**

(Street)

**SOUTH KINGSTOWN, RI 02879**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**WASHINGTON TRUST BANCORP INC [WASH]**

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President/Chief Oper. Officer

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	^	^	^	^ ^ ^	5,200	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.

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SEC 2270 (9-02)

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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 Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Phantom Stock	\$ 0 <sup>(1)</sup>	Â	Â	Â	Â	Â	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock	240.6
Phantom Stock	\$ 0 <sup>(1)</sup>	01/15/2004	Â	L	1.423	Â	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock	1.42
Phantom Stock	\$ 0 <sup>(1)</sup>	04/15/2004	Â	L	1.617	Â	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock	1.61
Phantom Stock	\$ 0 <sup>(1)</sup>	07/15/2004	Â	L	1.639	Â	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock	1.63
Phantom Stock	\$ 0 <sup>(1)</sup>	08/16/2004	Â	L	3.072	Â	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock	3.07
Phantom Stock	\$ 0 <sup>(1)</sup>	09/24/2004	Â	L	9.775	Â	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock	9.77
Phantom Stock	\$ 0 <sup>(1)</sup>	10/08/2004	Â	L	9.381	Â	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock	9.38
Phantom Stock	\$ 0 <sup>(1)</sup>	10/15/2004	Â	L	1.656	Â	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock	1.65
Phantom Stock	\$ 0 <sup>(1)</sup>	10/26/2004	Â	L	12.028	Â	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock	12.0
Phantom Stock	\$ 0 <sup>(1)</sup>	11/05/2004	Â	L	17.631	Â	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock	17.6
Phantom Stock	\$ 0 <sup>(1)</sup>	11/19/2004	Â	L	11.749	Â	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock	11.7
Phantom Stock	\$ 0 <sup>(1)</sup>	12/20/2004	Â	L	21.908	Â	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock	21.9
Phantom Stock	\$ 0 <sup>(1)</sup>	12/31/2004	Â	L	11.111	Â	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock	11.1
Stock Options (Right to buy)	\$ 15.25	Â	Â	Â	Â	Â	05/15/2000	05/15/2010	Common Stock	14,3
	\$ 16.375	Â	Â	Â	Â	Â	04/01/1999	04/01/2009		12,1

Stock Options (Right to buy)										Common Stock	
Stock Options (Right to buy)	\$ 17.5	^	^	^	^	^	05/17/1999	05/17/2009		Common Stock	13,2
Stock Options (Right to buy)	\$ 17.8	^	^	^	^	^	04/23/2001	04/23/2011		Common Stock	16,0
Stock Options (Right to buy)	\$ 20	^	^	^	^	^	05/12/2004	05/12/2013		Common Stock	16,5
Stock Options (Right to buy)	\$ 20.03	^	^	^	^	^	04/22/2002	04/22/2012		Common Stock	15,6

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TREANOR JOHN F 537 KETTLE POND DRIVE SOUTH KINGSTOWN, RI 02879	^ X	^	^ President/Chief Oper. Officer	^

## Signatures

s/David V. Devault EVP, Treasurer, 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) 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 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.