

WASHINGTON TRUST BANCORP INC
 Form 4
 May 26, 2006

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 *
BLIVEN VERNON F

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)
61 GARDEN STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/25/2006

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

PAWCATUCK, CT 06379

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/25/2006 | | M | V 100 A | \$ 14,717.7186 15.25 <u>(1)</u> | D | |
| Common Stock | 05/25/2006 | | G | V 100 D | \$ 0 14,617.7186 <u>(1)</u> | D | |

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

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SEC 1474
 (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 of Underlying Securities (Instr. 3 and 4) | 8. P Der Sec (Ins | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Options (Right to buy) | \$ 17.5 | | | | | 05/17/1999 | 05/17/2009 | Common Stock | 3,780 | |
| Stock Options (Right to buy) | \$ 17.8 | | | | | 04/23/2001 | 04/23/2011 | Common Stock | 4,215 | |
| Stock Options (Right to buy) | \$ 18.25 | | | | | 12/15/1997 | 12/15/2007 | Common Stock | 2,250 | |
| Stock Options (Right to buy) | \$ 20 | | | | | 05/12/2004 | 05/12/2013 | Common Stock | 4,090 | |
| Stock Options (Right to buy) | \$ 20.03 | | | | | 04/22/2002 | 04/22/2012 | Common Stock | 3,970 | |
| Stock Options (Right to buy) | \$ 26.81 | | | | | 06/13/2005 | 06/13/2015 | Common Stock | 2,900 | |
| Stock Options (Right to buy) | \$ 28.16 | | | | | 12/12/2005 | 12/12/2015 | Common Stock | 2,900 | |
| Stock Options (Right to | \$ 15.25 | 05/25/2006 | | M | 100 | 05/15/2000 | 05/15/2010 | Common Stock | 100 | \$ |

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BLIVEN VERNON F 61 GARDEN STREET PAWCATUCK, CT 06379 | | | SVP Human Resources | |

Signatures

| | |
|--|------------|
| David V. Devault EVP, Secretary, Treasurer, CFO-POA | 05/26/2006 |
|--|------------|

__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).
- (1) Balance reflects acquisition pursuant to dividend reinvestment 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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