

RAUH B MICHAEL
Form 4/A
February 10, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
RAUH B MICHAEL

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)
56 SOUTH RIVER DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Corporate Sales

NARRAGANSETT, RI 02882
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
12/14/2005

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 11,023.7903 (1) | 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)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 9.7778 | | | | | 05/13/1996 | 05/13/2006 | Common Stock | 5,52 |
| Stock Options (Right to buy) | \$ 11.5555 | | | | | 05/12/1997 | 05/12/2007 | Common Stock | 5,19 |
| Stock Options (Right to buy) | \$ 15.25 | | | | | 05/15/2000 | 05/15/2010 | Common Stock | 5,51 |
| Stock Options (Right to buy) | \$ 17.5 | | | | | 05/17/1999 | 05/17/2009 | Common Stock | 4,41 |
| Stock Options (Right to buy) | \$ 17.8 | | | | | 04/23/2001 | 04/23/2011 | Common Stock | 5,06 |
| Stock Options (Right to buy) | \$ 18.25 | | | | | 12/15/1997 | 12/15/2007 | Common Stock | 3,90 |
| Stock Options (Right to buy) | \$ 20 | | | | | 05/12/2004 | 05/12/2013 | Common Stock | 4,87 |
| Stock Options (Right to buy) | \$ 20.03 | | | | | 04/22/2002 | 04/22/2012 | Common Stock | 4,72 |
| Stock Options | \$ 26.81 | | | | | 06/13/2005 | 06/13/2015 | Common Stock | 3,80 |

(Right to buy)

Stock

Options (Right to buy)

\$ 28.16

12/12/2005

A

3,800

12/12/2005⁽²⁾

12/12/2015⁽²⁾

Common Stock

3,800

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RAUH B MICHAEL 56 SOUTH RIVER DRIVE NARRAGANSETT, RI 02882 | | | EVP, Corporate Sales | |

Signatures

David V. Devault EVP, Secretary, Treasurer,
CFO-POA

02/10/2006

__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).
- (2) These options were granted under The Washington Trust Bancorp, Inc.'s 1997 Equity Incentive Plan and will expire 10 years after the date the options were granted. 100% of the total options granted are exercisable on the grant date.
- (1) Balance reflects acquisitions pursuant to dividend reinvestments 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. 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.