

WASHINGTON TRUST BANCORP INC
 Form 4
 May 09, 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)
 05/08/2006

____ 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)

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 | (A) or (D) | Price |
| Common Stock | 05/08/2006 | | M | | 5,522 | A | \$ 9.7778 |
| | | | | | | | 16,681.5033 (1) |
| Common Stock | 05/08/2006 | | F | | 3,303 | D | \$ 26.32 |
| | | | | | | | 13,378.5033 (1) |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy) | \$ 11.5555 | | | | | 05/12/1997 05/12/2007 | Common Stock | 5,193 |
| Stock Options (Right to buy) | \$ 15.25 | | | | | 05/15/2000 05/15/2010 | Common Stock | 5,510 |
| Stock Options (Right to buy) | \$ 17.5 | | | | | 05/17/1999 05/17/2009 | Common Stock | 4,415 |
| Stock Options (Right to buy) | \$ 17.8 | | | | | 04/23/2001 04/23/2011 | Common Stock | 5,060 |
| Stock Options (Right to buy) | \$ 18.25 | | | | | 12/15/1997 12/15/2007 | Common Stock | 3,908 |
| Stock Options (Right to buy) | \$ 20 | | | | | 05/12/2004 05/12/2013 | Common Stock | 4,875 |
| Stock Options (Right to buy) | \$ 20.03 | | | | | 04/22/2002 04/22/2012 | Common Stock | 4,720 |
| Stock Options (Right to buy) | \$ 26.81 | | | | | 06/13/2005 06/13/2015 | Common Stock | 3,800 |

| | | | | | | | | |
|------------------------------|-----------|------------|---|-------|------------|------------|--------------|-------|
| Stock Options (Right to buy) | \$ 28.16 | | | | 12/12/2005 | 12/12/2015 | Common Stock | 3,800 |
| Stock Options (Right to buy) | \$ 9.7778 | 05/08/2006 | M | 5,522 | 05/13/1996 | 05/13/2006 | Common Stock | 5,522 |

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

05/09/2006

__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 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.