

WASHINGTON TRUST BANCORP INC  
 Form 4  
 September 05, 2007

**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 \*  
 RANDALL H DOUGLAS III

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)  
 4009 POST ROAD, P.O. BOX 422

3. Date of Earliest Transaction (Month/Day/Year)  
 01/12/2007

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

(Street)  
 CHARLESTOWN, RI 02813

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

(City) (State) (Zip)

**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)	Amount		
			Code	V	Price		
Common Stock					11,482	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
Phantom Stock	\$ 0 <u>(1)</u>	01/12/2007		L		11.771		<u>(1)</u>	<u>(1)</u>	Common Stock	11.771
Phantom Stock	\$ 0 <u>(1)</u>	02/09/2007		L		68.149		<u>(1)</u>	<u>(1)</u>	Common Stock	68.149
Phantom Stock	\$ 0 <u>(1)</u>	02/22/2007		L		7.199		<u>(1)</u>	<u>(1)</u>	Common Stock	7.199
Phantom Stock	\$ 0 <u>(1)</u>	03/29/2007		L		24.771		<u>(1)</u>	<u>(1)</u>	Common Stock	24.771
Phantom Stock	\$ 0 <u>(1)</u>	04/12/2007		L		14.075		<u>(1)</u>	<u>(1)</u>	Common Stock	14.075
Phantom Stock	\$ 0 <u>(1)</u>	04/27/2007		L		74.942		<u>(1)</u>	<u>(1)</u>	Common Stock	74.942
Phantom Stock	\$ 0 <u>(1)</u>	05/31/2007		L		26.541		<u>(1)</u>	<u>(1)</u>	Common Stock	26.541
Phantom Stock	\$ 0 <u>(1)</u>	06/25/2007		L		26.434		<u>(1)</u>	<u>(1)</u>	Common Stock	26.434
Phantom Stock	\$ 0 <u>(1)</u>	07/12/2007		L		16.046		<u>(1)</u>	<u>(1)</u>	Common Stock	16.046
Phantom Stock	\$ 0 <u>(1)</u>	07/25/2007		L		99.147		<u>(1)</u>	<u>(1)</u>	Common Stock	99.147
Phantom Stock	\$ 0 <u>(1)</u>	08/31/2007		L		25.155		<u>(1)</u>	<u>(1)</u>	Common Stock	25.155
Stock Options (Right to buy)	\$ 15.5							04/25/2001	04/25/2010	Common Stock	2,000
Stock Options (Right to buy)	\$ 17.85							04/24/2002	04/24/2011	Common Stock	2,000
Stock Options (Right to buy)	\$ 20.23							04/23/2003	04/23/2012	Common Stock	2,000

buy)					
Stock Options (Right to buy)	\$ 20.62	04/29/2006	04/29/2013	Common Stock	2,000
Stock Options (Right to buy)	\$ 27.56	04/27/2007	04/27/2014	Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANDALL H DOUGLAS III 4009 POST ROAD P.O. BOX 422 CHARLESTOWN, RI 02813	X			

## Signatures

David V. Devault EVP, Secretary, Treasurer, CFO-POA	09/05/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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 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.