

RAUH B MICHAEL
Form 4
February 04, 2005

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)
02/03/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/03/2005		M	4,455 A \$ 7.6297	13,042.7964	D	
Common Stock	02/03/2005		F	2,419 D \$ 29.77	10,623.7964	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. Amount or Number of Shares
Stock Options (Right to buy)	\$ 9.7778					05/13/1996 05/13/2006	Common Stock	5,522
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	\$ 7.6297	02/03/2005		M	4,455	05/12/1995	05/12/2005	Common	4,455	\$
(Right to buy)								Stock		

Reporting Owners

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

Signatures

David V. Devault EVP, Treas, CFO-POA	02/04/2005
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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).

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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