

PERRY HARVEY C II
Form 4
February 07, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
PERRY HARVEY C II

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)
12 MARGIN STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Secretary

WESTERLY, RI 02891

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/04/2005		M	6,182 A \$ 7.6297	16,632	D	
Common Stock	02/04/2005		F	3,350 D \$ 29.82	13,282	D	
Common Stock					9,226	I	Sarah G Perry (Wife)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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	
				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	7,541
Stock Options (Right to buy)	\$ 11.5555					05/12/1997	05/12/2007	Common Stock	6,750
Stock Options (Right to buy)	\$ 15.25					05/15/2000	05/15/2010	Common Stock	10,000
Stock Options (Right to buy)	\$ 17.5					05/17/1999	05/17/2009	Common Stock	4,975
Stock Options (Right to buy)	\$ 17.8					04/23/2001	04/23/2011	Common Stock	5,900
Stock Options (Right to buy)	\$ 18.25					12/15/1997	12/15/2007	Common Stock	4,523
Stock Options (Right to buy)	\$ 20					05/12/2004	05/12/2013	Common Stock	5,440
Stock Options	\$ 20.03					04/22/2002	04/22/2012	Common Stock	5,430

(Right to buy)

Stock

Options (Right to buy)	\$ 7.6297	02/04/2005		M	6,182	05/12/1995	05/12/2005	Common Stock	6,182	\$
------------------------	-----------	------------	--	---	-------	------------	------------	--------------	-------	----

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRY HARVEY C II 12 MARGIN STREET WESTERLY, RI 02891			SVP & Secretary	

Signatures

David V. Devault EVP, Treas, CFO-POA	02/07/2005
---	------------

__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.

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.