

RANDALL H DOUGLAS III
 Form 4
 January 20, 2009

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)
 01/15/2009

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) Code V Amount (D) Price | | | |
| Common Stock | 01/15/2009 | | M | 956 A \$ 0 (1) | 13,038 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock | \$ 0 ⁽²⁾ | 01/15/2009 | | M | 956 | ⁽²⁾ ⁽²⁾ | Common Stock | 956 |
| Phantom Stock | \$ 0 ⁽²⁾ | 01/15/2009 | | I | 0.278 | ⁽²⁾ ⁽²⁾ | Common Stock | 0.278 |
| 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 |
| 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

/s/ David V. Devault EVP, Chief Financial Officer and
Secretary-POA

01/20/2009

_____*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) On January 15, 2009, the reporting person received 956 shares of WASH common stock in settlement of an equal number of shares of phantom stock held pursuant to The Washington Trust Company's Deferred Compensation Plan.
- (2) 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.

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