

WASHINGTON TRUST BANCORP INC  
 Form 4  
 June 15, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
**VESEY JAMES M**

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)  
**19 JUNIPER HILL DRIVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**06/13/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP & Chief Credit Officer**

**COVENTRY, RI 02816**

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) Price			
Common Stock					900	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 (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 Security (Instr. 3 and 4)
Phantom Stock	\$ 0					(1) (1)	Common Stock 227..
Stock Options (Right to buy)	\$ 15.25					05/15/2000 05/15/2010	Common Stock 5,6
Stock Options (Right to buy)	\$ 17.5					05/17/1999 05/17/2009	Common Stock 4,5
Stock Options (Right to buy)	\$ 17.8					04/23/2001 04/23/2011	Common Stock 5,2
Stock Options (Right to buy)	\$ 20					05/12/2004 05/12/2013	Common Stock 5,0
Stock Options (Right to buy)	\$ 20.03					04/22/2002 04/22/2012	Common Stock 4,9
Stock Options (Right to buy)	\$ 26.81	06/13/2005		A	3,800	06/13/2005(2) 06/13/2015(2)	Common Stock 3,8

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VESEY JAMES M 19 JUNIPER HILL DRIVE COVENTRY, RI 02816			SVP & Chief Credit Officer	

## Signatures

David V. Devault EVP, Secretary, Treasurer,  
CFO-POA

06/15/2005

\_\_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).
- (2) These options were granted under The Washington Trust Bancorp, Inc.'s 2003 Stock Incentive Plan and will expire 10 years after the date the options were granted. 100% of the total options granted are exercisable on the grant date.
- (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.

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