

TREANOR JOHN F
Form 4/A
April 03, 2009

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 *
TREANOR JOHN F

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)
179 PRESERVATION WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/22/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
President/Chief Oper. Officer

SOUTH KINGSTOWN, RI 02879
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
09/22/2008

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	09/22/2008		M		6,975	A	\$ 16.375 (1)
Common Stock	09/22/2008		F		4,130	D	\$ 27.65
Common Stock					3,000	I	Wife's Revocable Trust

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

SEC 1474 (9-02)

required to respond unless the form 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 (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)	Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security (Instr. 3 and 4)
Stock Options (Right to Buy)	\$ 16.375 ⁽¹⁾	09/22/2008		M	6,975	04/01/1999 ⁽²⁾	04/01/2009 ⁽²⁾	Common Stock	6,975
Phantom Stock	\$ 0					⁽³⁾	⁽³⁾	Common Stock	610,000
Stock Options (Right to Buy)	\$ 17.5					05/17/1999	05/17/2009	Common Stock	9,600
Stock Options (Right to Buy)	\$ 15.25					05/15/2000	05/15/2010	Common Stock	13,900
Stock Options (Right to Buy)	\$ 17.8					04/23/2001	04/23/2011	Common Stock	16,000
Stock Options (Right to Buy)	\$ 20.03					04/22/2002	04/22/2012	Common Stock	11,600
Stock Options (Right to Buy)	\$ 20					05/12/2004	05/12/2013	Common Stock	16,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TREANOR JOHN F 179 PRESERVATION WAY SOUTH KINGSTOWN, RI 02879	X		President/Chief Oper. Officer	

Signatures

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

04/03/2009

__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) This amended form changes the grant price of 6,975 shares originally filed at \$17.50 to \$16.375.
- (2) This amended form changes exercisable date and expiration date from 05/17/1999 and 05/17/2009 to 04/01/1999 and 04/01/2009 respectively.
- (3) 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.