Daukas Galan G Form 4 February 24, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

(Last)

(City)

Security

(Instr. 3)

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * Daukas Galan G

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

WASHINGTON TRUST

BANCORP INC [WASH]

(Check all applicable)

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

4. If Amendment, Date Original

X_ Officer (give title below)

10% Owner Other (specify

23 ICE POND RD

02/23/2009

below) Exec VP Wealth Management

(Middle)

(Zip)

(Month/Day/Year) Execution Date, if

Director

Applicable Line) _X_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WESTERLY, RI 02891

(State) 1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock

9,000 D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not 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)

(9-02)

Edgar Filing: Daukas Galan G - Form 4

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. Transactic Code (Instr. 8)	orDeri Secu Acqı Disp	umber of vative urities uired (A) or osed of (D) r. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Phantom Stock	\$ 0 (1)	02/23/2009		I		1,666.035	<u>(1)</u>	<u>(1)</u>	Common Stock	1,666
Stock Options (Right to Buy)	\$ 27.62						08/30/2005	08/30/2015	Common Stock	20,
Stock Options (Right to Buy)	\$ 28.16						12/12/2005	12/12/2015	Common Stock	12,
Stock Options (Right to Buy)	\$ 24.12						06/16/2011	06/16/2018	Common Stock	7,2

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Daukas Galan G 23 ICE POND RD WESTERLY, RI 02891

Exec VP Wealth Management

Signatures

/s/ David V. Devault EVP, Chief Financial Officer and Secretary-POA 02/24/2009

**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) 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.

Reporting Owners 2