

WASHINGTON TRUST BANCORP INC
 Form 5
 February 10, 2005

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

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

537 KETTLE POND DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SOUTH KINGSTOWN, RI 02879

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	^	^	^	^ ^ ^	5,200	D	^
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.

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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 Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Phantom Stock	\$ 0 ⁽¹⁾	Â	Â	Â	Â	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	240.6
Phantom Stock	\$ 0 ⁽¹⁾	01/15/2004	Â	L	1.423	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	1.42
Phantom Stock	\$ 0 ⁽¹⁾	04/15/2004	Â	L	1.617	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	1.61
Phantom Stock	\$ 0 ⁽¹⁾	07/15/2004	Â	L	1.639	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	1.63
Phantom Stock	\$ 0 ⁽¹⁾	08/16/2004	Â	L	3.072	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	3.07
Phantom Stock	\$ 0 ⁽¹⁾	09/24/2004	Â	L	9.775	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	9.77
Phantom Stock	\$ 0 ⁽¹⁾	10/08/2004	Â	L	9.381	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	9.38
Phantom Stock	\$ 0 ⁽¹⁾	10/15/2004	Â	L	1.656	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	1.65
Phantom Stock	\$ 0 ⁽¹⁾	10/26/2004	Â	L	12.028	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	12.0
Phantom Stock	\$ 0 ⁽¹⁾	11/05/2004	Â	L	17.631	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	17.6
Phantom Stock	\$ 0 ⁽¹⁾	11/19/2004	Â	L	11.749	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	11.7
Phantom Stock	\$ 0 ⁽¹⁾	12/20/2004	Â	L	21.908	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	21.9
Phantom Stock	\$ 0 ⁽¹⁾	12/31/2004	Â	L	11.111	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	11.1
Stock Options (Right to buy)	\$ 15.25	Â	Â	Â	Â	Â	05/15/2000	05/15/2010	Common Stock	14,3
	\$ 16.375	Â	Â	Â	Â	Â	04/01/1999	04/01/2009		12,1

Stock Options (Right to buy)										Common Stock	
Stock Options (Right to buy)	\$ 17.5	^	^	^	^	^	05/17/1999	05/17/2009		Common Stock	13,2
Stock Options (Right to buy)	\$ 17.8	^	^	^	^	^	04/23/2001	04/23/2011		Common Stock	16,0
Stock Options (Right to buy)	\$ 20	^	^	^	^	^	05/12/2004	05/12/2013		Common Stock	16,5
Stock Options (Right to buy)	\$ 20.03	^	^	^	^	^	04/22/2002	04/22/2012		Common Stock	15,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TREANOR JOHN F 537 KETTLE POND DRIVE SOUTH KINGSTOWN, RI 02879	^ X	^	^ President/Chief Oper. Officer	^

Signatures

s/David V. Devault EVP, Treasurer, CFO - POA 02/10/2005

__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).

(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.

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