

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 *
VESEY JAMES M
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
WASHINGTON TRUST BANCORP INC [WASH]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP & Chief Credit Officer

19 JUNIPER HILL DRIVE
 (Street)

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

COVENTRY, RI 02816
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Price	900	D	

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)

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock	\$ 0 ⁽¹⁾	Â	Â	Â	Â	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	221.57
Phantom Stock	\$ 0 ⁽¹⁾	01/15/2004	Â	L	1.311	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	1.311
Phantom Stock	\$ 0 ⁽¹⁾	04/15/2004	Â	L	1.489	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	1.489
Phantom Stock	\$ 0 ⁽¹⁾	07/15/2004	Â	L	1.509	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	1.509
Phantom Stock	\$ 0 ⁽¹⁾	10/15/2004	Â	L	1.45	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	1.45
Stock Options (Right to buy)	\$ 15.25	Â	Â	Â	Â	Â	05/15/2000	05/15/2010	Common Stock	5,660
Stock Options (Right to buy)	\$ 17.5	Â	Â	Â	Â	Â	05/17/1999	05/17/2009	Common Stock	4,500
Stock Options (Right to buy)	\$ 17.8	Â	Â	Â	Â	Â	04/23/2001	04/23/2011	Common Stock	5,270
Stock Options (Right to buy)	\$ 20	Â	Â	Â	Â	Â	05/12/2004	05/12/2013	Common Stock	5,065
Stock Options (Right to buy)	\$ 20.03	Â	Â	Â	Â	Â	04/22/2002	04/22/2012	Common Stock	4,905

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VESEY JAMES M
19 JUNIPER HILL DRIVE Â Â Â SVP & Chief Credit Officer Â
COVENTRY,Â RIÂ 02816

Signatures

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

__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 provided 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.