

RANDALL H DOUGLAS III  
Form 4  
October 17, 2005

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RANDALL H DOUGLAS III

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)  
4009 POST ROAD, P.O. BOX 422

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/14/2005

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

CHARLESTOWN, RI 02813

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             | Code V                                  | Amount (D) Price                                                           | 10,982                                                                                                             | D                                                                    |                                                                   |

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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8.<br>D<br>S<br>( |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title             | Amount<br>or<br>Number<br>of<br>Shares |
| Phantom<br>Stock                                    | \$ 0 <sup>(1)</sup>                                                | 10/14/2005                              |                                                             | L                                    |                                                                                                                 | 9.812                                                          |     | <sup>(1)</sup>                                                      | <sup>(1)</sup>     | Common<br>Stock   | 9.812                                  |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 15.5                                                            |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 04/25/2001                                                          | 04/25/2010         | Common<br>Stock   | 2,000                                  |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 17.85                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 04/24/2002                                                          | 04/24/2011         | Common<br>Stock   | 2,000                                  |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 20.23                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 04/23/2003                                                          | 04/23/2012         | Common<br>Stock   | 2,000                                  |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 20.62                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 04/29/2006                                                          | 04/29/2013         | Common<br>Stock   | 2,000                                  |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 27.56                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 04/27/2007                                                          | 04/27/2014         | Common<br>Stock   | 2,000                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |         |       |
|----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                  | Director      | 10% Owner | Officer | Other |
| RANDALL H DOUGLAS III<br>4009 POST ROAD<br>P.O. BOX 422<br>CHARLESTOWN, RI 02813 | X             |           |         |       |

## Signatures

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

10/17/2005

\_\_\_\_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.

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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