RANDALL H DOUGLAS III

Form 4

February 07, 2012

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

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OMB APPROVAL

10% Owner Other (specify

response...

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

Check this box

obligations may continue. See Instruction

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(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading RANDALL H DOUGLAS III Issuer Symbol **WASHINGTON TRUST BANCORP INC [WASH]**

(Middle)

(Zip)

(Check all applicable)

3. Date of Earliest Transaction _X__ Director Officer (give title

(Month/Day/Year) 4009 POST ROAD, P.O. BOX 422 02/06/2012

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

below)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHARLESTOWN, RI 02813

(First)

(Street)

(State)

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(112011111/2/11)	any	Code (Instr. 3, 4 and 5)			` ′	Beneficially	(D) or	Beneficial
, ,		(Month/Day/Year)	(Instr. 8)		(A) or	D.:	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common	02/06/2012		Code V	Amount		Price \$	10.610	D	
Stock	02/06/2012		M	2,000	A	20.23	18,612	D	
Common Stock	02/06/2012		F	1,538	D	\$ 26.3	17,074	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)

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)	Secu Acqu (A) o Disp (D)	or cosed of cr. 3, 4,	Expiration Dat	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 20.23	02/06/2012		M		2,000	04/23/2003	04/23/2012	Common Stock	2,000	
Stock Options (Right to Buy)	\$ 20.62						04/29/2006	04/29/2013	Common Stock	2,000	
Stock Options (Right to Buy)	\$ 27.56						04/27/2007	04/27/2014	Common Stock	2,000	

Reporting Owners

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

Signatures

/s/ Maria N. Janes, Attorney-in-Fact 02/07/2012

**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).

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