

WASHINGTON TRUST BANCORP INC  
Form 8-K/A  
November 17, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549  
-----

FORM 8-K/A  
(Amendment No.1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)  
April 26, 2011

WASHINGTON TRUST BANCORP, INC.  
-----

(Exact Name of Registrant as Specified in Charter)

Rhode Island -----	001-32991 -----	05-0404671 -----
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

23 Broad Street, Westerly, Rhode Island 02891  
-----

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (401) 348-1200

Former name or address, if changed from last report: N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

.. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

---

Explanatory Note

This Form 8-K/A is being filed as an amendment to the Current Report on Form 8-K filed on April 26, 2011 (the "Original 8-K") by Washington Trust Bancorp Inc. (the "Corporation") solely for the purpose of disclosing the Corporation's Board of Directors' determination with respect to the frequency of shareholder advisory votes on executive compensation. This Form 8-K/A does not amend or modify the Original 8-K in any other respect.

Item 5.07. Submission of Matters to a Vote by Security Holders.

(d) At the Annual Meeting of Shareholders of the Corporation held on April 26, 2011, the Corporation's shareholders recommended, on an advisory basis, that the Corporation's future advisory votes on executive compensation should be held every year. Consistent with the shareholder recommendation, on November 17, 2011, the Board of Directors of the Corporation determined that it will hold an advisory vote on executive compensation on an annual basis until the Board of Directors otherwise determines that a different frequency is in the best interest of the Corporation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 17, 2011

WASHINGTON TRUST BANCORP, INC.

By: /s/ David V. Devault  
David V. Devault  
Senior Executive Vice President,  
Secretary and Chief Financial Officer