

WASHINGTON TRUST BANCORP INC

Form 4

February 28, 2008

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 *
KENNARD MARY E

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)
6778 SURREYWOOD LANE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2008

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

BETHESDA, MD 20817

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

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/26/2008		M		300	A	\$ 15.5
							4,252.4619 (1)
Common Stock	02/26/2008		M		100	A	\$ 17.85
							4,352.4619 (1)
Common Stock	02/26/2008		M		2,000	A	\$ 20.23
							6,352.4619 (1)
Common Stock	02/26/2008		S		1,941	D	\$ 24.95
							4,411.4619 (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 of Underlying Securities (Instr. 3 and 4)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
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
Stock Options (Right to buy)	\$ 15.5	02/26/2008		M	300	04/25/2001	04/25/2010	Common Stock		300
Stock Options (Right to buy)	\$ 17.85	02/26/2008		M	100	04/24/2002	04/24/2011	Common Stock		100
Stock Options (Right to buy)	\$ 20.23	02/26/2008		M	2,000	04/23/2003	04/23/2012	Common Stock		2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

KENNARD MARY E
6778 SURREYWOOD LANE
BETHESDA, MD 20817

Signatures

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

02/28/2008

__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) Balance reflects acquisition pursuant to dividend reinvestment exempt from Form 4 reporting under Rule 16a-11.

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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