

WALLACE DAVID W
Form 5
February 13, 2009

FORM 5

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).
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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
WALLACE DAVID W

(Last) (First) (Middle)

680 STEAMBOAT ROAD

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/29/2008	Â	P4	645 A \$ 24.55	905,645	D	Â
Common Stock	01/30/2008	Â	P4	1,355 A \$ 24.55	907,000	D	Â
Common Stock	03/07/2008	Â	P4	182 A \$ 22.9121	907,182	D	Â
Common Stock	03/10/2008	Â	P4	2,818 A \$ 22.618	910,000	D	Â

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Common Stock	06/24/2008	Â	P4	1,000	A	\$ 21.6662	911,000	D	Â
Common Stock	06/24/2008	Â	P4	1,000	A	\$ 21.68	912,000	D	Â
Common Stock	06/26/2008	Â	P4	2,000	A	\$ 20.8805	914,000	D	Â
Common Stock	07/14/2008	Â	P4	200	A	\$ 19.25	914,200	D	Â
Common Stock	07/14/2008	Â	P4	409	A	\$ 19.4	914,609	D	Â
Common Stock	07/14/2008	Â	P4	509	A	\$ 19	915,118	D	Â
Common Stock	07/14/2008	Â	P4	1,291	A	\$ 19.3768	916,409	D	Â
Common Stock	07/14/2008	Â	P4	1,591	A	\$ 19.44	918,000	D	Â
Common Stock	07/18/2008	Â	P4	2,000	A	\$ 23.501	920,000	D	Â
Common Stock	07/24/2008	Â	P4	2,000	A	\$ 22.5	922,000	D	Â
Common Stock	07/24/2008	Â	P4	3,000	A	\$ 22.85	925,000	D	Â
Common Stock	08/18/2008	Â	P4	17	A	\$ 24.25	925,017	D	Â
Common Stock	08/18/2008	Â	P4	100	A	\$ 24.25	925,117	D	Â
Common Stock	08/21/2008	Â	P4	5,207	A	\$ 24.25	930,324	D	Â
Common Stock	08/22/2008	Â	P4	555	A	\$ 24.25	930,879	D	Â
Common Stock	08/25/2008	Â	P4	1,121	A	\$ 24.25	932,000	D	Â
Common Stock	09/03/2008	Â	P4	25	A	\$ 24.33	932,025	D	Â
Common Stock	09/03/2008	Â	P4	1,975	A	\$ 24.3	934,000	D	Â
Common Stock	09/17/2008	Â	P4	772	A	\$ 22.8	934,772	D	Â
Common Stock	09/18/2008	Â	P4	200	A	\$ 22.8	934,972	D	Â
	09/22/2008	Â	P4	2,000	A		936,972	D	Â

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Common Stock						\$ 22.8598				
Common Stock	11/13/2008	Â	P4	500	A	\$ 19.99	937,472	D	Â	
Common Stock	11/18/2008	Â	P4	2,000	A	\$ 19	939,472	D	Â	
Common Stock	11/18/2008	Â	P4	3,000	A	\$ 18.0599	942,472	D	Â	
Common Stock	11/19/2008	Â	P4	2,500	A	\$ 19.2	944,972	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	134,000	I	By Spouse	

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. Price of Derivative Security (Instr. 5)	9. of Derivative Securities (Instr. 5)	10. Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title			

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WALLACE DAVID W 680 STEAMBOAT ROAD GREENWICH,Â CTÂ 06830	Â Â X Â Â

Signatures

/s/ David V. Devault EVP, Chief Financial Officer and Secretary-POA

02/13/2009

**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).

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