

ALGIERE DENNIS L
Form 4/A
February 10, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ALGIERE DENNIS L

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)
6 ELM STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP Ch Comp Off/Dir Com Affair

WESTERLY, RI 02891
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
12/14/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 1,585.485 ⁽¹⁾ | D | |

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

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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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Stock Options (Right to buy) | \$ 11.55 | | | | | 05/12/1997 05/12/2007 | Common Stock | 1,08 |
| Stock Options (Right to buy) | \$ 15.25 | | | | | 05/15/2000 05/15/2010 | Common Stock | 1,50 |
| Stock Options (Right to buy) | \$ 17.5 | | | | | 05/17/1999 05/17/2009 | Common Stock | 960 |
| Stock Options (Right to buy) | \$ 17.8 | | | | | 04/23/2001 04/23/2011 | Common Stock | 3,79 |
| Stock Options (Right to buy) | \$ 18.25 | | | | | 12/15/1997 12/15/2007 | Common Stock | 825 |
| Stock Options (Right to buy) | \$ 20 | | | | | 05/12/2004 05/12/2013 | Common Stock | 4,12 |
| Stock Options (Right to buy) | \$ 20.03 | | | | | 04/22/2002 04/22/2012 | Common Stock | 3,74 |
| Stock Options (Right to buy) | \$ 26.81 | | | | | 06/13/2005 06/13/2015 | Common Stock | 3,10 |
| Stock Options | \$ 28.16 | 12/12/2005 | | A | 3,100 | 12/12/2005 ⁽²⁾ 12/12/2015 ⁽²⁾ | Common Stock | 3,10 |

(Right to buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ALGIERE DENNIS L 6 ELM STREET WESTERLY, RI 02891 | | | SVP Ch Comp Off/Dir Com Affair | |

Signatures

| | |
|--|------------|
| David V. Devault EVP, Secretary, Treasurer, CFO-POA | 02/10/2006 |
| <u> </u> **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).
- (2) These options were granted under The Washington Trust Bancorp, Inc.'s 1997 Equity Incentive Plan and will expire 10 years after the date the options were granted. 100% of the total options granted are exercisable on the grant date.
- (1) Balance reflects acquisitions pursuant to dividend reinvestments 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. 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.