

WALLACE DAVID W
 Form 5
 February 13, 2009

FORM 5

**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).
 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

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

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)

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

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

680 STEAMBOAT ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

GREENWICH, CT 06830

(City) (State) (Zip)

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)
				Amount	(A) or (D)	Price			
Common Stock	01/29/2008	^	P4	645	A	\$ 24.55	905,645	D	^
Common Stock	01/30/2008	^	P4	1,355	A	\$ 24.55	907,000	D	^
Common Stock	03/07/2008	^	P4	182	A	\$ 22.9121	907,182	D	^
Common Stock	03/10/2008	^	P4	2,818	A	\$ 22.618	910,000	D	^

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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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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 D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALLACE DAVID W 680 STEAMBOAT ROAD GREENWICH, CT 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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