

BENNETT GARY P  
 Form 4  
 April 26, 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 \*  
**BENNETT GARY P**

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)  
**86 MONTAUK AVENUE**

3. Date of Earliest Transaction (Month/Day/Year)  
**04/25/2006**

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

(Street)  
**STONINGTON, CT 06378**

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	04/25/2006		A	500 A \$0 (1)	8,347.552	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)	8. Price of Underlying Securities (Instr. 3 and 4)
Stock Options (Right to buy)	\$ 15.5					Date Exercisable: 04/25/2001 Expiration Date: 04/25/2010	Common Stock	2,000
Stock Options (Right to buy)	\$ 17.85					Date Exercisable: 04/24/2002 Expiration Date: 04/24/2011	Common Stock	2,000
Stock Options (Right to buy)	\$ 19.5					Date Exercisable: 04/27/2000 Expiration Date: 04/27/2009	Common Stock	1,688
Stock Options (Right to buy)	\$ 20.23					Date Exercisable: 04/23/2003 Expiration Date: 04/23/2012	Common Stock	2,000
Stock Options (Right to buy)	\$ 20.62					Date Exercisable: 04/29/2006 Expiration Date: 04/29/2013	Common Stock	2,000
Stock Options (Right to buy)	\$ 21.3333					Date Exercisable: 04/28/1999 Expiration Date: 04/28/2008	Common Stock	1,688
Stock Options (Right to buy)	\$ 27.56					Date Exercisable: 04/27/2007 Expiration Date: 04/27/2014	Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

BENNETT GARY P  
86 MONTAUK AVENUE X  
STONINGTON, CT 06378

## Signatures

David V. Devault EVP, Secretary, Treasurer,  
CFO-POA 04/26/2006

\_\_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) Acquisition represents award of nonvested share units for no consideration.

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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