

Gim Mark K W
 Form 4
 November 01, 2011

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 *
 Gim Mark K 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)
 46 NORTH LAKE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/28/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. VP and Treasurer

BARRINGTON, RI 02806

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	10/28/2011		M	1,467 A \$ 20.03	4,812.615 ⁽¹⁾	D	
Common Stock	10/28/2011		F	1,200 D \$ 24.47	3,612.615	D	
Common Stock	10/31/2011		M	2,155 A \$ 20.03	5,767.615	D	
Common Stock	10/31/2011		S	2,155 D \$ 24	3,612.615	D	

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to Buy)	\$ 20.03	10/28/2011		M	1,467	04/22/2002	04/22/2012	Common Stock	1,467
Stock Options (Right to Buy)	\$ 20.03	10/31/2011		M	2,155	04/22/2002	04/22/2012	Common Stock	2,155
Stock Options (Right to Buy)	\$ 20					05/12/2004	05/12/2013	Common Stock	4,690
Stock Options (Right to Buy)	\$ 26.81					06/13/2005	06/13/2015	Common Stock	3,100
Stock Options (Right to Buy)	\$ 28.16					12/12/2005	12/12/2015	Common Stock	3,100
Stock Options (Right to Buy)	\$ 24.12					06/16/2011	06/16/2018	Common Stock	3,000
Stock Options (Right to Buy)	\$ 17.52					06/01/2013	06/01/2020	Common Stock	4,100

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gim Mark K W 46 NORTH LAKE DRIVE BARRINGTON, RI 02806			Exec. VP and Treasurer	

Signatures

/s/ Maria N. Janes,
Attorney-in-Fact

11/01/2011

__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 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.
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