

WASHINGTON TRUST BANCORP INC  
Form 8-K  
June 20, 2012  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549  
-----

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)  
June 18, 2012

WASHINGTON TRUST BANCORP, INC.  
-----

(Exact Name of Registrant as Specified in Charter)

|  |   |   |
|--|---|---|
| Rhode Island<br>-----<br>(State or Other Jurisdiction<br>of Incorporation) | 001-32991<br>-----<br>(Commission<br>File Number) | 05-0404671<br>-----<br>(IRS Employer<br>Identification No.) |
|--|---|---|

23 Broad Street, Westerly, Rhode Island 02891  
-----  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (401) 348-1200

Former name or address, if changed from last report: N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- £ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- £ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- £ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- £ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 18, 2012, the Compensation Committee (“Committee”) of the Board of Directors of Washington Trust Bancorp, Inc. approved a modification to the cash incentive plan that covers, among other employees, the Named Executive Officers (“Annual Performance Plan” or “Plan”).

The Annual Performance Plan provides for the payment of additional cash compensation based on corporate performance and the achievement of individual objectives by each participant. As amended, the Plan provides for a maximum payment under the individual performance component of 150%, subject to the review of the appropriate Human Resources senior manager, CEO and/or the Committee.

A copy of the Plan is filed as Exhibit 10.1 hereto and is hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Exhibit                                       |
|-------------|---|
| 10.1        | Annual Performance Plan, dated June 18, 2012* |

\*Filed herewith

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: June 20, 2012

WASHINGTON TRUST BANCORP, INC.

By:

David V. Devault  
Senior Executive Vice President,  
Secretary and Chief Financial Officer