

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/28/2011 | | M | | 1,467 | A | \$ 20.03 |
| Common Stock | 10/28/2011 | | F | | 1,200 | D | \$ 24.47 |
| Common Stock | 10/31/2011 | | M | | 2,155 | A | \$ 20.03 |
| Common Stock | 10/31/2011 | | S | | 2,155 | D | \$ 24 |

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

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(9-02)

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) | Title | Amount or Number of Shares |
| 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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