

WASHINGTON TRUST BANCORP INC
 Form 4
 November 20, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
 11/19/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP Wealth Mgmt and Treasurer

BARRINGTON, RI 02806

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/19/2014 | | M | | 3,100 A \$ 28.16 | 10,562.494 (1) | D |
| Common Stock | 11/19/2014 | | M | | 1,457 A \$ 26.81 | 12,019.494 | D |
| Common Stock | 11/19/2014 | | S | | 1,000 D \$ 37.4301 | 11,019.494 | D |
| Common Stock | 11/19/2014 | | S | | 1,000 D \$ 37.4314 | 10,019.494 | D |
| Common Stock | 11/19/2014 | | S | | 1,000 D \$ 37.3856 | 9,019.494 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|-----------|---|
| Common Stock | 11/19/2014 | S | 1,000 | D | \$ 37.3204 | 8,019.494 | D |
| Common Stock | 11/19/2014 | S | 557 | D | \$ 37.4 | 7,462.494 | 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)

| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 28.16 | 11/19/2014 | | M | 3,100 | 12/12/2005 12/12/2015 | Common Stock | 3,100 |
| Stock Options (Right to Buy) | \$ 26.81 | 11/19/2014 | | M | 1,457 | 06/13/2005 06/13/2015 | Common Stock | 1,457 |
| 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 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Gim Mark K W
46 NORTH LAKE DRIVE
BARRINGTON, RI 02806

EVP Wealth Mgmt and Treasurer

Signatures

/s/ David V. Devault,
Attorney-in-Fact

11/20/2014

__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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