

BESSETTE STEPHEN M
 Form 4
 May 13, 2009

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 *
BESSETTE STEPHEN M

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)
11 COBLEIGH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Retail Lending

CHARLESTOWN, RI 02813

(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)
				(A) or (D)	Price		
Common Stock	05/12/2009		M	4,200	A \$ 17.5	7,860.247 ⁽¹⁾	D
Common Stock	05/12/2009		S	12	D \$ 18.199	7,848.247	D
Common Stock	05/12/2009		S	888	D \$ 18.189	6,960.247	D
Common Stock	05/12/2009		S	113	D \$ 18.179	6,847.247	D
Common Stock	05/12/2009		S	87	D \$ 18.079	6,760.247	D

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Common Stock	05/12/2009	S	2,100	D	\$ 18.35	4,660.247	D
Common Stock	05/12/2009	S	38	D	\$ 18.2	4,622.247	D
Common Stock	05/12/2009	S	100	D	\$ 17.91	4,522.247	D
Common Stock	05/12/2009	S	800	D	\$ 17.9	3,722.247	D
Common Stock	05/12/2009	S	62	D	\$ 17.975	3,660.247	D

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 (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)	\$ 17.5	05/12/2009		M	4,200	05/17/1999 05/17/2009	Common Stock	4,200
Stock Options (Right to Buy)	\$ 15.25					05/15/2000 05/15/2010	Common Stock	5,115
Stock Options (Right to Buy)	\$ 17.8					04/23/2001 04/23/2011	Common Stock	4,635
Stock Options	\$ 20.03					04/22/2002 04/22/2012	Common Stock	4,345

(Right to Buy)

Stock Options (Right to Buy)	\$ 20	05/12/2004	05/12/2013	Common Stock	4,500
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Stock Options (Right to Buy)	\$ 26.81	06/13/2005	06/13/2015	Common Stock	3,800
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Stock Options (Right to Buy)	\$ 28.16	12/12/2005	12/12/2015	Common Stock	3,800
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BESSETTE STEPHEN M 11 COBLEIGH STREET CHARLESTOWN, RI 02813			EVP Retail Lending	

Signatures

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

05/13/2009

__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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