

DEVAULT DAVID V
Form 4/A
February 09, 2006

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 *
DEVAULT DAVID V

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)
2 DENNIS COURT
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2006

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Exec. VP, Secretary, Treas & CFO

WESTERLY, RI 02891
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
01/05/2006

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	(A) or (D)	Price
Common Stock	01/03/2006		M		8,438	A	\$ 9.7778
							31,557.0957 (1)
Common Stock	01/03/2006		F		5,313	D	\$ 26.18
							26,244.0957 (1)

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

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SEC 1474 (9-02)

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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
Stock Options (Right to buy)	\$ 11.5555			V	(A)	05/12/1997 05/12/2007	Common Stock	7,790
Stock Options (Right to buy)	\$ 15.25			V	(A)	05/15/2000 05/15/2010	Common Stock	10,100
Stock Options (Right to buy)	\$ 17.5			V	(A)	05/17/1999 05/17/2009	Common Stock	8,400
Stock Options (Right to buy)	\$ 17.8			V	(A)	04/23/2001 04/23/2011	Common Stock	9,045
Stock Options (Right to buy)	\$ 18.25			V	(A)	12/15/1997 12/15/2007	Common Stock	5,348
Stock Options (Right to buy)	\$ 20			V	(A)	05/12/2004 05/12/2013	Common Stock	8,700
Stock Options (Right to buy)	\$ 20.03			V	(A)	04/22/2002 04/22/2012	Common Stock	8,440
Stock Options (Right to buy)	\$ 26.81			V	(A)	06/13/2005 06/13/2015	Common Stock	6,200

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Stock Options (Right to buy)	\$ 28.16				12/12/2005	12/12/2015	Common Stock	6,200
Stock Options (Right to buy)	\$ 9.7778	01/03/2006	M	8,438	05/13/1996	05/13/2006	Common Stock	8,438

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEVAULT DAVID V 2 DENNIS COURT WESTERLY, RI 02891			Exec.VP, Secretary,Treas & CFO	

Signatures

David V
Devault
02/09/2006

__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) Transaction reflects acquisition pursuant to dividend reinvestment 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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