

WARREN JOHN C
Form 5
February 09, 2006

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
WARREN JOHN C

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)

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2005

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & CEO

171-B OCEAN ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NARRAGANSETT, RI 02882

☒ 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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â Â	54,452	D	Â

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)

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0 ⁽¹⁾	01/14/2005	Â	L	6.627	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	6.627
Phantom Stock	\$ 0 ⁽¹⁾	04/15/2005	Â	L	7.572	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	7.572
Phantom Stock	\$ 0	07/15/2005	Â	L	6.941	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	6.941
Phantom Stock	\$ 0	10/14/2005	Â	L	7.511	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	7.511
Stock Options (Right to buy)	\$ 15.25	Â	Â	Â	Â	Â	05/15/2000	05/15/2010	Common Stock	22,953
Stock Options (Right to buy)	\$ 17.5	Â	Â	Â	Â	Â	05/17/1999	05/17/2009	Common Stock	6,856
Stock Options (Right to buy)	\$ 17.8	Â	Â	Â	Â	Â	04/23/2001	04/23/2011	Common Stock	28,000
Stock Options (Right to buy)	\$ 18.25	Â	Â	Â	Â	Â	12/15/1997	12/15/2007	Common Stock	13,272
Stock Options (Right to buy)	\$ 20	Â	Â	Â	Â	Â	05/12/2004	05/12/2013	Common Stock	28,125
Stock Options (Right to buy)	\$ 20.03	Â	Â	Â	Â	Â	04/22/2002	04/22/2012	Common Stock	26,960

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARREN JOHN C 171-B OCEAN ROAD NARRAGANSETT, RI 02882	X		Chairman & CEO	

Signatures

David V. Devault EVP, Secretary, Treasurer,
CFO-POA

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) The phantom stock units were accrued under The Washington Trust Company's deferred compensation plan and are to be settled in cash and/or common stock upon the reporting person's elections at the time of payment. The conversion of the derivative security is 1 for 1.

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