

HOXSIE KATHERINE W
 Form 4/A
 December 28, 2004

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 *
 HOXSIE KATHERINE 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)
 C/O HOXSIE BUICK, PONTIAC,
 GMC TRUCK INC, 100 GRANITE
 STREET, P.O. BOX 355
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/02/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

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

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/04/2004

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 13,670 | D | |
| Common Stock | | | | | 36,982 | I | By Trust |
| Common Stock | 11/02/2004 | | S ⁽¹⁾ | 3,700 D | \$ 27.22 3,950 | I | J. Kirby (spouse) as Co-Trustee P. Kirby Trust |

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| | | | | | | | | | |
|--------------|------------|--|--------------|-------|---|---------|--------|---|--|
| Common Stock | 11/03/2004 | | <u>S</u> (1) | 1,200 | D | \$ 27.3 | 2,750 | I | J. Kirby (spouse) as Co-Trustee P. Kirby Trust |
| Common Stock | | | | | | | 92,203 | I | Joseph J. Kirby (spouse) |

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. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 6.7407 | | | | | 04/25/1995 | 04/25/2005 | Common Stock | 5,063 |
| Stock Options (Right to buy) | \$ 12.1667 | | | | | 04/29/1998 | 04/29/2007 | Common Stock | 1,688 |
| Stock Options (Right to buy) | \$ 15.5 | | | | | 04/25/2001 | 04/25/2010 | Common Stock | 2,000 |
| Stock Options (Right to buy) | \$ 17.85 | | | | | 04/24/2002 | 04/24/2011 | Common Stock | 2,000 |

| | | | | | |
|---------------------------------------|------------|------------|------------|-----------------|-------|
| Stock Options (Right to buy) | \$ 19.5 | 04/27/2000 | 04/27/2009 | Common Stock | 1,688 |
| Stock Options (Right to buy) | \$ 20.23 | 04/23/2003 | 04/23/2012 | Common Stock | 2,000 |
| Stock Options (Right to buy) | \$ 20.62 | 04/29/2006 | 04/29/2013 | Common Stock | 2,000 |
| Stock Options (Right to buy) | \$ 21.3333 | 04/28/1999 | 04/28/2008 | Common Stock | 1,688 |
| Stock Options (Right to buy) | \$ 27.56 | 04/27/2007 | 04/27/2014 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOXSIE KATHERINE W C/O HOXSIE BUICK, PONTIAC, GMC TRUCK INC 100 GRANITE STREET, P.O. BOX 355 WESTERLY, RI 02891 | X | | | |

Signatures

David V. Devault EVP, Treas,
CFO-POA

12/28/2004

**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) Disposition transaction code D was inadvertently reported on original filing rather than disposition code S.

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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