

CROMPTON CHARLES S JR
 Form 4
 January 04, 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 *
CROMPTON CHARLES S JR

2. Issuer Name and Ticker or Trading Symbol
WILMINGTON TRUST CORP [WL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

POTTER, ANDERSON & CORROON, 350 DELAWARE TRUST BUILDING,P.O. BOX 951

(Street)

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

WILMINGTON, DE 19899

(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)	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)
Common Stock				(A) or (D) Price	7,718	D	
Common Stock				(A) or (D) Price	9,000	I	As trustee and remainderman under trust

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

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SEC 1474 (9-02)

number.

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 Security (Instr. 3 and 4)	Amount or Number of S
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Phantom Stock Units	<u>(1)</u>	01/03/2006		A	71.591	<u>(2)</u> <u>(2)</u>	Common Stock	71
Non-Statutory Stock Options <u>(3)</u>	\$ 31.375					05/17/2001 05/16/2011	Common Stock	8,
Non-Statutory Stock Options <u>(3)</u>	\$ 27.91					02/20/2006 02/19/2013	Common Stock	3,
Non-Statutory Stock Option <u>(3)</u>	\$ 37.02					02/25/2007 02/24/2014	Common Stock	8,
Non-Statutory Stock Option <u>(3)</u>	\$ 33.9					02/25/2008 02/20/2015	Common Stock	4,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CROMPTON CHARLES S JR
POTTER, ANDERSON & CORROON
350 DELAWARE TRUST BUILDING,P.O. BOX 951
WILMINGTON, DE 19899

X

Signatures

Gerard A. Chamberlain, Attorney-in-Fact Pursuant to Limited Power of Attorney

01/04/2006

**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) One-for-one.

(2) These phantom stock units may be exercised only for cash and only following the termination of the reporting person's service as a director. The information presented is as of January 3, 2006.

(3) (Right to buy).

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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