	ND EXCHANGE CC VASHINGTON, D.C. 20549	DMIMISSION
	Form 8-K	
	CURRENT REPORT	
	suant to Section 13 or 15(d) of ecurities Exchange Act of 1934	
Date of Report	(Date of earliest event reported): June	2, 2004
	First Financial Ba	ncorp, Inc.
Delaware (State or other Jurisdiction of	0-26570 (Commission File No.)	61-1284899 (I.R.S. Employer
Incorporation)		Identification No.)
104 South Chiles Street		
		40330-1620 (Zip Code)

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Registrant s telephone number, including area code: (859) 734-5452

Not Applicable

(Former name or former address, if changed since last report)

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Item 5. Other Events.

On or about May 28, 2004, a complaint was filed in the Circuit Court of Anderson county in the Commonwealth of Kentucky by Larry Sutherland, Judy Sutherland, John Henry Disponett, Brenda Disponett, Todd Hyatt, Lois Ann Disponentt, Sue Saufley, and Hugh Coomer (the Plaintiffs). The lawsuit arises from offers to purchase securities made by Harrodsburg First Financial Bancorp, Inc. (the Registrant) in connection with an offer to purchase up to 300,000 shares of its stock in a tender offer on or about May 28, 2003 (the Tender Offer). The Plaintiffs allege that the Registrant made certain material misrepresentations in connection with certain statements made in the Tender Offer. The Plaintiffs are seeking damages in connection with the shares it sold in the Tender Offer. The registrant believes that the lawsuit is without merit.

<u>Item 7</u>. <u>Financial Statements, Pro Forma Financial Information and Exhibits</u>.

(c) Exhibits

99.1 Complaint, dated May 28, 2004, Larry Sutherland, et al. vs. Harrodsburg First Financial Bancorp, Inc.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HARRODSBURG FIRST FINANCIAL

BANCORP, INC.

Date: June 2, 2004

By: /s/ Arthur L. Freeman

Arthur L. Freeman Chairman and Chief Executive Officer

3