

HERITAGE FINANCIAL CORP /WA/  
Form 8-K  
June 30, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities and Exchange Act of 1934**

Date of Report (Date of earliest event reported):

June 28, 2006

**HERITAGE FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**WASHINGTON**  
(State or other jurisdiction of  
incorporation)

**0-29480**  
(Commission File  
Number)

**91-1857900**  
IRS Employer  
Identification No.

**201 Fifth Avenue S.W.**

**Olympia WA**  
(Address of principal executive officers)

**98501**  
(Zip Code)

Registrant's telephone number, including area code: (360) 943-1500

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**ITEM 5.02 DEPARTURE OF PRINCIPAL OFFICER; APPOINTMENT OF PRINCIPAL OFFICER**

The following information is furnished pursuant to Item 5.02 Appointment of Principal Officer .

Donald V. Rhodes, Chairman and Chief Executive Officer of Heritage Financial Corporation ( Heritage ) today announced the resignation of Paul K. Huntsman, Senior Vice-President and Chief Financial Officer of Heritage, Heritage Bank and Central Valley Bank effective June 27, 2006. Additionally, Mr. Rhodes announced that Edward D. Cameron has resumed his Chief Financial Officer responsibilities of Heritage Financial Corporation and Heritage Bank.

**ITEM 7.01 REGULATION FD DISCLOSURE**

The following information is furnished pursuant to Item 7.01 Regulation FD Disclosure .

Donald V. Rhodes, Chairman and Chief Executive Officer of Heritage Financial Corporation ( Heritage ) today announced the resignation of Paul K. Huntsman, Senior Vice-President and Chief Financial Officer of Heritage, Heritage Bank and Central Valley Bank effective June 27, 2006. Additionally, Mr. Rhodes announced that Edward D. Cameron has resumed his Chief Financial Officer responsibilities of Heritage Financial Corporation and Heritage Bank. A copy of the news release is attached to this filing as Exhibit 99.

All information in the press release, appearing in Exhibit 99, is not filed but is furnished pursuant to Regulation FD.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(a) Financial statements  
not applicable

(b) Pro forma financial information  
not applicable

(c) Shell Company Transactions - none

(d) Exhibits:  
The following exhibits are being furnished herewith and this list shall constitute the exhibit index:

99 News Release issued by Heritage, dated June 28, 2006

**SIGNATURES**

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

Dated: June 30, 2006

HERITAGE FINANCIAL CORPORATION

By: /S/ DONALD V. RHODES  
**Donald V. Rhodes**  
**Chairman and Chief Executive Officer**