

HERITAGE FINANCIAL CORP /WA/  
Form 8-K  
March 24, 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):

March 22, 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))

.. 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 DIRECTORS OR PRINCIPAL OFFICERS.**

On March 22, 2006, Heritage Financial Corporation Chairman and Chief Executive Officer Donald V. Rhodes announced the retirement of director Lynn M. Brunton. Ms. Brunton has elected not to stand for re-election and will step down from the Board of Heritage Financial Corporation ( Heritage ) effective at Heritage s annual meeting on April 27, 2006. Ms. Brunton s decision to step down from the Board of Heritage is not due to any disagreement with Heritage s Board or management. A copy of the news release is attached to this filing as Exhibit 99.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(a) Financial statements  
not applicable

(b) Pro forma financial information  
not applicable

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

99 News Release issued by Heritage, dated March 22, 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: March 24, 2005

HERITAGE FINANCIAL CORPORATION

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