

HERITAGE FINANCIAL CORP /WA/
Form 8-K
January 25, 2007

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):

January 25, 2007

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

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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 January 24, 2007, Heritage Financial Corporation Chairman Donald V. Rhodes announced the retirement of director James P. Senna. Mr. Senna 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 26, 2007. Mr. Senna 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

(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 January 24, 2007

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: January 25, 2007

HERITAGE FINANCIAL CORPORATION

By: **/S/ BRIAN L. VANCE**
Brian L. Vance

President and Chief Executive Officer