

HERITAGE FINANCIAL CORP /WA/  
Form 8-K  
September 25, 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):

September 22, 2006

**HERITAGE FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**WASHINGTON**  
(State or other jurisdiction

**0-29480**  
(Commission

**91-1857900**  
IRS Employer

of incorporation)

File Number)

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 APPOINTMENT OF PRINCIPAL OFFICER**

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

President Brian L. Vance has been named Chief Executive Officer of Heritage Financial Corporation effective October 1, 2006 succeeding Donald V. Rhodes who will continue with the Company as Chairman of the Board.

**ITEM 7.01 REGULATION FD DISCLOSURE**

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

President Brian L. Vance has been named Chief Executive Officer of Heritage Financial Corporation effective October 1, 2006 succeeding Donald V. Rhodes who will continue with the Company as Chairman of the Board. 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 September 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: September 25, 2006

HERITAGE FINANCIAL CORPORATION

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