

Edgar Filing: FIRST FINANCIAL BANKSHARES INC - Form 10-K/A

FIRST FINANCIAL BANKSHARES INC  
Form 10-K/A  
March 02, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A

X ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2005

Commission file number 0-7674

First Financial Bankshares, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Texas  
(State or Other Jurisdiction of  
Incorporation or Organization)

75-0944023  
(I.R.S. Employer  
Identification No.)

400 Pine Street  
Abilene, Texas  
(Address of Principal Executive Offices)

79601  
(Zip Code)

Registrant's telephone number, including area code: (325) 627-7155

Securities registered pursuant to Section 12(b) of the Act:

Title of Class -----	Name of Exchange on Which Registered -----
None	N/A

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$10.00 per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No X

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No X

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.  
Large accelerated filer Accelerated filer X Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No X

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As of June 30, 2005, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of voting and non-voting common stock held by non-affiliates was \$623,000,000.

As of February 20, 2006, there were 20,714,826 shares of Common Stock outstanding.

Documents Incorporated by Reference

Certain information called for by Part III is incorporated by reference to the Proxy Statement for the 2006 Annual Meeting of our shareholders, which will be filed with the Securities and Exchange Commission not later than 120 days after December 31, 2005.

EXPLANATORY NOTE

This Form 10-K/A has been filed solely to provide corrected exhibits 31.1 and 31.2 to the Company's Annual Report on Form 10-K filed February 28, 2006.

[Remainder of page left blank intentionally]

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

FIRST FINANCIAL BANKSHARES, INC.

Date: March 2, 2006 By: /s/ J. Bruce Hildebrand
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J. Bruce Hildebrand
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this amendment has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Table with 2 columns: Name, Title. Includes entries for Kenneth T. Murphy (Chairman of the Board and Director) and F. SCOTT DUESER (President, Chief Executive Officer and Director).

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F. Scott Dueser	(Principal Executive Officer)
/s/ J. BRUCE HILDEBRAND	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) Director
----- J. Bruce Hildebrand	
* -----	
Joseph E. Canon	Director
* -----	
Mac A. Coalson	Director
* -----	
David Copeland	Director
* -----	
Derrell E. Johnson	Director
* -----	
Kade L. Matthews	Director
* -----	
Raymond A. McDaniel, Jr.	Director
* -----	
Bynum Miers	Director
* -----	
James M. Parker	Director
* -----	
Jack D. Ramsey	Director
* -----	
Dian Graves Stai	Director
* -----	
F. L. Stephens	Director
* -----	
Johnny Trotter	

\*By: /s/ J. Bruce Hildebrand  
-----  
J. Bruce Hildebrand  
Individually and As Attorney-in-Fact  
March 2, 2006

Exhibit 31.1  
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Certification of  
Chief Executive Officer  
of First Financial Bankshares, Inc.

I, F. Scott Dueser, President and Chief Executive Officer of First  
Financial Bankshares, Inc., certify that:

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1. I have reviewed this Form 10-K of First Financial Bankshares, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15 (e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15 (f) and 15d-15 (f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 20, 2006

By: /s/ F. SCOTT DUESER

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F. Scott Dueser  
President and Chief Executive Officer

Exhibit 31.2  
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Certification of  
Chief Financial Officer  
of First Financial Bankshares, Inc.

I, J. Bruce Hildebrand, Executive Vice President and Chief Financial Officer of First Financial Bankshares, Inc., certify that:

1. I have reviewed this Form 10-K of First Financial Bankshares, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15 (e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15 (f) and 15d-15 (f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

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a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 20, 2006

By: /s/ J. Bruce Hildebrand

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J. Bruce Hildebrand  
Executive Vice President and Chief Financial Officer