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Paul R. Sinsheimer, under its 2001 Management Incentive Plan as part of Mr. Sinsheimer's fiscal 2004 performance bonus. The restricted stock vests in five equal annual installments commencing in October 2005 subject to Mr. Sinsheimer's continued service and further subject to earlier vesting upon a qualifying termination of Mr. Sinsheimer's employment.

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SIGNATURE

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

FINANCIAL FEDERAL CORPORATION

(Registrant)

By: /s/ Steven F. Groth

Senior Vice President and
Chief Financial Officer (Principal
Financial Officer)

October 20, 2004

(Date)