

HERITAGE FINANCIAL CORP /WA/  
Form 8-K  
March 16, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 15, 2005

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**HERITAGE FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

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**WASHINGTON**  
(State or other jurisdiction

of incorporation)

**0-29480**  
(Commission File Number)

**91-1857900**  
IRS Employer

Identification No.

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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 7.01 REGULATION FD DISCLOSURE**

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

Heritage Financial Corporation Chairman and Chief Executive Officer Donald V. Rhodes today announced the retirement of director H. Edward Odegard. Mr. Odegard (age 73) has asked that he not be re-nominated when his term expires in April of this year. Mr. Odegard's decision to step down from the Board is a result of his desire to retire and is not due to any disagreement with Heritage's Board or management. Mr. Rhodes stated, "Ed has been a member of our board since 1987 and his insight and counsel will be missed." 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) Exhibits:

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

99 News Release issued by Heritage, dated March 15, 2005

**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 16, 2005

HERITAGE FINANCIAL CORPORATION

By:                   /S/ DONALD V. RHODES                  

**Donald V. Rhodes**

**Chairman and Chief Executive Officer**