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TRI COUNTY FINANCIAL CORP /MD/

Form 8-K

October 25, 2004

1

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 EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 25, 2004  
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TRI-COUNTY FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

Maryland -----	0-18279 -----	52-1652138 -----
(State or other Jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

3035 Leonardtown Road, Waldorf, Maryland 20601  
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(Address of principal executive offices)

(301) 645-5601  
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(Registrant's telephone number, including area code)

Not Applicable  
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(Former name or former address, if changed since last report)

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))

2

ITEM 7.01 REGULATION FD DISCLOSURE.

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On October 25, 2004, Tri-County Financial Corporation (the "Company"), the holding company for Community Bank of Tri-County, announced that its Board of Directors declared a 3-for-2 stock split of its outstanding common stock, payable in the form of a 50% stock dividend. The stock split entitles each shareholder of record at the close of business on November 5, 2004 to receive one additional share for every two shares of common stock held on that date. The Company will pay cash in lieu of issuing fractional shares based on the closing price on the record date, as adjusted for the split. The additional shares resulting from the split will be distributed by the Company's transfer agent on or about December 1, 2004.

In addition, the Company's Board of Directors has approved the repurchase of up to 39,000 shares, or approximately 5% of the Company's outstanding common stock. The program will commence after the Company has filed its Form 10-Q for the quarterly period ended September 30, 2004.

A copy of the Company's press release dated October 25, 2004 is attached as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

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- (a) Financial Statements of Businesses Acquired: Not applicable
- (b) Pro Forma Financial Information: Not applicable
- (c) Exhibits

Number	Description
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99.1	Press Release Dated October 25, 2004

3

SIGNATURES

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.

Dated: October 25, 2004

By: /s/ Michael L. Middleton

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Michael L. Middleton  
President and Chief Executive Officer