GLACIER BANCORP INC
Form 10-Q
May 08, 2006

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

FORM 10-Q

[X] Quarterly report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2006

[ ] Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _________ to _________

COMMISSION FILE 0-18911

GLACIER BANCORP, INC.
(Exact name of registrant as specified in its charter)

MONTANA (State or other jurisdiction of incorporation or organization)	81-0519541 (IRS Employer Identification No.)
49 Commons Loop, Kalispell, Montana (Address of principal executive offices)	59901 (Zip Code)

Registrant's telephone number, including area code (406) 756-4200

Not Applicable
(Former name, former address, and former fiscal year, if changed since last report)

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 checkmark whether the registrant is a large accelerated filer, or an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Large Accelerated Filer X   Accelerated Filer ___   Non-Accelerated Filer ___

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

The number of shares of Registrant's common stock outstanding on April 27, 2006 was 32,336,503. No preferred shares are issued or outstanding.

GLACIER BANCORP, INC.
QUARTERLY REPORT ON FORM 10-Q

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GLACIER BANCORP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

	MARCH 31, 2006 (UNAUDITED)	Dec
(Dollars in thousands, except per share data)		
ASSETS:		
Cash on hand and in banks	$ 105,474	
Federal funds sold	9,155	
Interest bearing cash deposits	21,343	
Cash and cash equivalents	135,972	
Investment securities, available-for-sale	923,382	
Loans receivable, net	2,502,279	2
Loans held for sale	25,153	
Premises and equipment, net	86,179	
Real estate and other assets owned, net	778	
Accrued interest receivable	19,317	
Core deposit intangible, net	7,594	
Goodwill	79,099	
Other assets	20,405	
	$ 3,800,158	3
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Non-interest bearing deposits	$ 683,201	
Interest bearing deposits	2,010,198	1
Advances from Federal Home Loan Bank of Seattle	505,209	
Securities sold under agreements to repurchase	132,207	
Other borrowed funds	2,774	
Accrued interest payable	8,537	
Deferred tax liability	2,098	
Subordinated debentures	85,000	
Other liabilities	26,543	
Total liabilities	3,455,767	3
Preferred shares, $.01 par value per share. 1,000,000 shares authorized None issued or outstanding	--	
Common stock, $.01 par value per share. 78,125,000 shares authorized	323	
Paid-in capital	265,765	
Retained earnings - substantially restricted	78,171	
Accumulated other comprehensive income	132	
Total stockholders' equity	344,391	
	$ 3,800,158	3
Number of shares outstanding	32,314,112	32
Book value per share	$ 10.66	

See accompanying notes to condensed consolidated financial statements.

GLACIER BANCORP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED - dollars in thousands, except per share data)	THREE MONTHS ENDED MARCH 31, 2006	2005
INTEREST INCOME:		
Real estate loans	$ 10,989	6,615
Commercial loans	25,525	16,524
Consumer and other loans	8,865	5,730
Investment securities and other	10,573	11,638
Total interest income	55,952	40,507
INTEREST EXPENSE:		
Deposits	11,291	4,069
Federal Home Loan Bank of Seattle advances	4,796	5,243
Securities sold under agreements to repurchase	1,290	398
Subordinated debentures	1,429	1,555
Other borrowed funds	838	786
Total interest expense	19,644	12,051
NET INTEREST INCOME	36,308	28,456
Provision for loan losses	1,165	1,490
Net interest income after provision for loan losses	35,143	26,966
NON-INTEREST INCOME:		
Service charges and other fees	6,406	5,204
Miscellaneous loan fees and charges	1,811	1,278
Gains on sale of loans	2,190	2,092
Loss on sale of investments	--	(30)
Other income	749	564
Total non-interest income	11,156	9,108
NON-INTEREST EXPENSE:		
Compensation, employee benefits and related expenses	15,311	10,944
Occupancy and equipment expense	3,491	2,855
Outsourced data processing expense	724	232
Core deposit intangibles amortization	420	283
Other expenses	5,881	4,760
Total non-interest expense	25,827	19,074
EARNINGS BEFORE INCOME TAXES	20,472	17,000
Federal and state income tax expense	6,843	5,480
NET EARNINGS	$ 13,629	11,520
Basic earnings per share	$ 0.42	0.37

Diluted earnings per share	$ 0.42	0.37
Dividends declared per share	$ 0.16	0.14
Return on average assets (annualized)	1.48%	1.50%
Return on average equity (annualized)	16.21%	17.06%
Average outstanding shares - basic	32,252,158	30,764,368
Average outstanding shares - diluted	32,826,467	31,305,788

See accompanying notes to condensed consolidated financial statements.

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GLACIER BANCORP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
AND OTHER COMPREHENSIVE INCOME
AUDITED YEAR ENDED DECEMBER 31, 2005 AND
UNAUDITED THREE MONTHS ENDED MARCH 31, 2006

	Common Stock			Retained
	Shares	Amount	Paid-in capital	earnings substantially restricted
(Dollars in thousands, except per share data)				
Balance at December 31, 2004	30,686,763	$307	227,552	36,391
Comprehensive income:				
Net earnings	--	--	--	52,373
Unrealized loss on securities, net of reclassification adjustment and taxes	--	--	--	--
Total comprehensive income				
Cash dividends declared ($.60 per share)	--	--	--	(19,051)
Stock options exercised	397,770	4	5,154	--
Stock issued in connection with acquisitions	1,088,014	11	28,427	--
Acquisition of fractional shares	--	--	(8)	--
Tax benefit from stock related compensation	--	--	1,258	--
Balance at December 31, 2005	32,172,547	$322	262,383	69,713
Other comprehensive income:				
Net earnings	--	--	--	13,629
Unrealized loss on securities, net of reclassification adjustment and taxes	--	--	--	--
Total other comprehensive income				
Cash dividends declared ($.16 per share)	--	--	--	(5,171)
Stock options exercised	141,565	1	2,185	--
Stock based compensation and tax benefit	--	--	1,197	--
Balance at March 31, 2006 (unaudited)	32,314,112	$323	265,765	78,171

See accompanying notes to condensed consolidated financial statements.

GLACIER BANCORP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	THREE MONTHS ENDED MARC	
	2006	2005
(UNAUDITED - dollars in thousands)		
OPERATING ACTIVITIES:		
NET CASH PROVIDED BY OPERATION ACTIVITIES	$ 18,854	9,03
INVESTING ACTIVITIES:		
Proceeds from sales, maturities and prepayments of investments available-for-sale	43,209	153,70
Purchases of investments available-for-sale	(792)	(103,17
Principal collected on installment and commercial loans	249,640	142,78
Installment and commercial loans originated or acquired	(350,179)	(212,07
Principal collections on mortgage loans	89,622	80,37
Mortgage loans originated or acquired	(117,881)	(97,86
Net purchase of FHLB and FRB stock	(434)	(1
Acquisition of First National Bank - West	--	(18,13
Net addition of premises and equipment	(7,715)	(4,89
NET CASH USED IN INVESTING ACTIVITIES	(94,530)	(59,30
FINANCING ACTIVITIES:		
Net increase in deposits	158,688	22,22
Net (decrease) increase in FHLB advances and other borrowed funds ..	(81,900)	40,80
Net increase in securities sold under repurchase agreements	2,677	2,99
Cash dividends paid	(5,171)	(4,44
Excess tax benefits from stock options	474	-
Proceeds from exercise of stock options and other stock issued	2,186	1,94
NET CASH PROVIDED BY FINANCING ACTIVITIES	76,954	63,52
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,278	13,25
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	134,694	92,30
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 135,972	105,55
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during the period for: Interest........................	$ 18,544	11,09
Income taxes....................	$ 380	-

See accompanying notes to condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1) Basis of Presentation

In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of Glacier Bancorp Inc.'s (the "Company") financial condition as of March 31, 2006, and March 31, 2005, stockholders' equity for the three months ended March 31, 2006, the results of operations for the three months ended March 31, 2006 and 2005, and cash flows for the three months ended March 31, 2006 and 2005. The condensed consolidated statement of financial condition and statement of stockholders' equity and other comprehensive income of the Company as of December 31, 2005 have been derived from the audited consolidated statements of the Company as of that date.

The accompanying condensed consolidated financial statements do not include all of the information and footnotes required by the accounting principals generally accepted in the United States of America for complete financial statements. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2005. Operating results for the three months ended March 31, 2006 are not necessarily indicative of the results anticipated for the year ending December 31, 2006. Certain reclassifications have been made to the 2005 financial statements to conform to the 2006 presentation.

2) Organizational Structure

The Company, headquartered in Kalispell, Montana, is a Montana corporation incorporated in 2004 as a successor corporation to the Delaware corporation incorporated in 1990. The Company is the parent company for nine wholly owned banking subsidiaries: Glacier Bank ("Glacier"), First Security Bank of Missoula ("First Security"), Western Security Bank ("Western"), Big Sky Western Bank ("Big Sky"), Valley Bank of Helena ("Valley"), and Glacier Bank of Whitefish ("Whitefish"), all located in Montana, Mountain West Bank ("Mountain West") which is located in Idaho, Utah, and Washington, Citizens Community Bank ("Citizens") located in Idaho, and First National Bank - West ("First National") located in Wyoming. In addition, the Company owns three subsidiaries, Glacier Capital Trust II ("Glacier Trust II"), Glacier Capital Trust III ("Glacier Trust III"), and Citizens (ID) Statutory Trust I ("Citizens Trust I") for the purpose of issuing trust preferred securities and in accordance with Financial Accounting Standards Board Interpretation 46(R) the subsidiaries are not consolidated into the Company's financial statements. The Company does not have any off-balance sheet entities.

On February 1, 2006, Glacier Capital Trust I, whose common equity was wholly owned by the Company, had 1,400,000 shares of trust preferred securities redeemed and the Subordinated Debentures of $35,000,000 paid. The Subordinated Debentures were replaced by Glacier Trust III.

On January 31, 2006, 35,000 shares of trust preferred shares were issued by Glacier Trust III whose common equity is wholly owned by the Company. The Trust Preferred Securities bear a cumulative fixed interest rate of 6.078% for the first five years and then converts to a three month LIBOR plus 1.29% rate adjustable quarterly for the remaining term until maturity on April 7, 2036. Interest distributions are payable quarterly. The Trust Preferred Securities are subject to mandatory redemption upon repayment of the Subordinated Debentures of $35,000,000 at their stated maturity date or their earlier redemption in an amount equal to their liquidation amount plus accumulated and unpaid distributions to the date of redemption.

The following abbreviated organizational chart illustrates the various relationships:

Glacier Bancorp, Inc.
(Parent Holding Company)

Glacier Bank (Commercial bank)	Mountain West Bank (Commercial bank)	First Security Bank of Missoula (Commercial bank)	Wes (
First National Bank - West (Commercial bank)	Big Sky Western Bank (Commercial bank)	Valley Bank of Helena (Commercial bank)	
Citizens Community Bank (Commercial bank)	Glacier Capital Trust II	Glacier Capital Trust III	Citizen

3) Ratios

Returns on average assets and average equity were calculated based on daily averages.

4) Dividends Declared

On March 29, 2006, the Board of Directors declared a $.16 per share quarterly cash dividend payable on April 20, 2006 to stockholders of record on April 11, 2006.

5) Computation of Earnings Per Share

Basic earnings per common share is computed by dividing net earnings by the weighted average number of shares of common stock outstanding during the period presented. Diluted earnings per share is computed by including the net increase in shares as if dilutive outstanding stock options were exercised, using the treasury stock method.

The following schedule contains the data used in the calculation of basic and diluted earnings per share:

	Three months ended Mar. 31, 2006	Three months ended Mar. 31, 2005

Net earnings available to common stockholders	$13,629,000	11,520,000
Average outstanding shares - basic	32,252,158	30,764,368
Add: Dilutive stock options	574,309	541,420
Average outstanding shares - diluted	32,826,467	31,305,788
Basic earnings per share	$ 0.42	0.37
Diluted earnings per share	$ 0.42	0.37

There were approximately 323,195 and 591,250 average shares excluded from the three months ended diluted share calculation as of March 31, 2006, and 2005, respectively, due to the option exercise price exceeding the market price.

6) Stock Based Compensation

The Company has three stock based compensation plans outstanding. The Directors 1994 Stock Option Plan was approved to provide for the grant of options to outside Directors of the Company. The Employees 1995 Stock Option Plan was approved to provide the grant of options to certain full-time employees of the Company. The Employees 1995 Stock Option Plan expired in April 2005 and has granted but unexpired options outstanding. The 2005 Stock Incentive Plan was approved by shareholders on April 27, 2005 which provides awards to certain full-time employees of the Company. The 2005 Stock Incentive Plan permits the granting of options, share appreciation rights, restricted share, restricted share units, and unrestricted shares, deferred share units, and performance awards. Upon exercise of the stock options the shares are obtained from the authorized and unissued stock.

The Company adopted SFAS No. 123 (Revised) Share-Based Payment, as of January 1, 2006 and, accordingly, has determined compensation cost based on the fair value of the option at the grant date. The Company adopted the modified prospective transition method in reporting financial statement results in the current and for future reporting periods. Under the modified prospective method, SFAS No. 123 (Revised) applies to new awards and to awards modified, repurchased, or cancelled after the effective date; accordingly the prior interim and annual periods do not reflect restated amounts. Additionally, the compensation cost for the portion of awards outstanding for which the requisite service has not been rendered that are outstanding as of the required effective date are recognized as the requisite service is rendered on or after the required effective date. For the three months ended March 31, 2006, the compensation cost for the stock option plans was $723,000, with a corresponding income tax benefit of $200,000, resulting in a net earnings and cash flow from operations reduction of $523,000, or a decrease of $.016 per share for both basic and diluted earnings per share. Additionally, in the cash flow statement, the excess tax benefit from stock options decreased the net cash provided from operating activities and increased the net cash provided by financing activities by $474,000 for the three months ended March 31, 2006. Total unrecognized compensation cost, net of income tax benefit, related to non-vested awards which are expected to be recognized over the next 1.4 years was $2,750,000 as of March 31, 2006. The total fair value of shares vested during the three months ended March 31, 2006 and 2005 was $535,000 and $537,000, respectively.

Prior to the adoption of SFAS No. 123 (Revised), the Company utilized the intrinsic value method and compensation cost was the excess of the market price of the stock at the grant date over the amount an employee must pay to acquire the stock. The exercise price of all stock options granted has been equal to the fair market value of the underlying stock at the date of grant and, accordingly, the intrinsic value has been $0 and no compensation cost was recognized prior to the adoption of SFAS No. 123 (Revised). The Company did not modify any outstanding options prior to the adoption of the standard. If the Company had determined compensation cost based on fair value of the options at the grant date under SFAS 123 (Revised) prior to the date of adoption, the Company's net income would have been reduced to the pro forma amounts indicated below:

		Three months Ended March 31, 2005
Net earnings (in thousands):	As reported	$11,520
	Compensation cost	(207)
	Pro forma	11,313
Basic earnings per share:	As reported	0.37
	Compensation cost	--
	Pro forma	0.37
Diluted earnings per share:	As reported	0.37
	Compensation cost	(0.01)
	Pro forma	0.36

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The per share weighted-average fair value of stock options granted during 2006 and 2005 was $6.47 and $3.46, respectively, on the date of grant using the Black Scholes option-pricing model with the following assumptions: 2006 - expected dividend yield 2.23%, risk-free interest rate of 4.35%, volatility ratio of 27%, and expected life of 3.3 years: 2005 - expected dividend yield 2.23%, risk-free interest rate of 3.44%, volatility ratio of 18%, and expected life of 3.4 years. Expected volatilities are based on historical volatility and other factors. The Company uses historical data to estimate option exercise and termination with the valuation model. Employee and director awards, which have dissimilar historical exercise behavior, are considered separately for valuation purposes. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield in effect at the time of the grant. The option awards generally vest upon six month or two years of service for directors and employees, respectively, and generally expire in five years.

Change in shares granted for stock options for the three months ended March 31, 2006 and the year ended December 31, 2005, are summarized as follows:

	Options outstanding		Options exercisable	
	Shares	Weighted average exercise price	Shares	Weighted average exercise price
Balance, December 31, 2004 ...	1,510,631	14.65	703,015	11.61
Canceled	(29,882)	21.05	(4,974)	9.77
Granted	587,761	25.03		
Became exercisable			525,759	16.31
Exercised	(398,110)	12.95	(398,110)	12.95
Balance, December 31, 2005 ...	1,670,400	18.58	825,690	14.25
Canceled	(14,964)	23.20	(4,510)	12.93
Granted	650,650	31.44		
Became exercisable			375,346	20.06
Exercised	(141,565)	15.44	(141,565)	15.44
Balance, March 31, 2006	2,164,521	22.62	1,054,961	16.16

The range of exercise prices on options outstanding and exercisable at March 31, 2006 is as follows:

				Options exercisable	
Price range	Options Outstanding	Weighted average exercise price	Weighted average remaining contractual life of options	Options Exercisable	Weighted average exercise price
$5.19 - $6.99	103,430	$ 6.32	1.6 years	103,430	$ 6.32
$8.96 - $11.40	70,849	9.99	2.0 years	70,849	9.99
$12.17 - $13.20	123,589	12.68	.9 years	123,589	12.68
$14.09 - $17.45	268,445	14.28	1.9 years	268,445	14.28
$19.50 - $21.24	394,483	20.07	2.8 years	390,108	20.06
$24.99 - $28.34	557,335	25.05	3.9 years	98,540	25.01
$31.44	646,390	31.44	4.8 years	--	--
	2,164,521	22.62	3.6 years	1,054,961	16.16

7) Investments

A comparison of the amortized cost and estimated fair value of the Company's investment securities, available-for-sale, is as follows:

INVESTMENTS AS OF MARCH 31, 2006

	Weighted Yield	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Est V
(Dollars in thousands)					
U.S. GOVERNMENT AND FEDERAL AGENCIES:					
maturing within one year	4.28%	$ 2,234	--	(13)	
maturing within five years	4.53%	2,977	--	(26)	
maturing five years through ten years	6.83%	364	4	(1)	
maturing after ten years	5.51%	204	1	--	
	4.61%	5,779	5	(40)	
STATE AND LOCAL GOVERNMENTS AND OTHER ISSUES:					
maturing within one year	3.90%	2,391	3	(6)	
maturing one year through five years	4.54%	4,091	40	(92)	
maturing five years through ten years	4.94%	11,881	658	(17)	1
maturing after ten years	5.10%	283,126	11,904	(204)	29
	5.07%	301,489	12,605	(319)	31
MORTGAGE-BACKED SECURITIES	4.72%	61,915	225	(1,857)	6
REAL ESTATE MORTGAGE INVESTMENT CONDUITS	4.21%	492,427	52	(10,512)	48
FHLMC AND FNMA STOCK	5.74%	7,593	58	--	
FHLB AND FRB STOCK, AT COST	0.93%	53,962	--	--	5
TOTAL INVESTMENTS	4.35%	$923,165	12,945	(12,728)	92

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INVESTMENTS AS OF DECEMBER 31, 2005

	Weighted Yield	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Est V
(Dollars in thousands)					
U.S. GOVERNMENT AND FEDERAL AGENCIES:					
maturing within one year	4.54%	$ 1,236	--	(2)	
maturing one year through five years	4.32%	3,962	--	(39)	
maturing five years through ten years	6.55%	324	6	--	

maturing after ten years	5.04%	337	2	--	
	4.53%	5,859	8	(41)	
STATE AND LOCAL GOVERNMENTS AND OTHER ISSUES:					
maturing within one year	4.16%	365	3	--	
maturing one year through five years	4.75%	6,858	48	(143)	
maturing five years through ten years	5.08%	8,728	365	(16)	
maturing after ten years	5.10%	287,175	12,476	(225)	29
	5.09%	303,126	12,892	(384)	31
MORTGAGE-BACKED SECURITIES	4.67%	65,926	308	(1,599)	6
REAL ESTATE MORTGAGE INVESTMENT CONDUITS	4.22%	530,582	154	(9,653)	52
FHLMC AND FNMA STOCK	5.74%	7,593	--	(330)	
FHLB AND FRB STOCK, AT COST	0.66%	53,529	--	--	5
TOTAL INVESTMENTS	4.34%	$966,615	13,362	(12,007)	96

Interest income includes tax-exempt interest for the three months ended March 31, 2006 and 2005 of $3,489,000 and $3,467,000, respectively.

Gross proceeds from sales of investment securities for the three months ended March 31, 2006 and 2005 were $0 and $98,929,000 respectively, resulting in gross gains of approximately $0 and $421,000 and gross losses of approximately $0 and $451,000, respectively. The cost of any investment sold is determined by specific identification.

8) Loans

The following table summarizes the Company's loan portfolio:

	At 3/31/2006		At 12/31/2005		3/3
TYPE OF LOAN	Amount	Percent	Amount	Percent	Amount
(Dollars in Thousands)					
Real Estate Loans:					
Real estate	$ 617,486	24.4%	$ 589,260	24.6%	$ 417,90
Loans held for sale	25,153	1.0%	22,540	0.9%	19,63
Total	642,639	25.4%	611,800	25.5%	437,54
Commercial Loans:					
Real estate	812,727	32.2%	781,181	32.6%	560,64
Other commercial	626,615	24.8%	579,515	24.2%	530,58
Total	1,439,342	57.0%	1,360,696	56.8%	1,091,23
Consumer and other Loans:					
Consumer	194,806	7.7%	175,503	7.3%	129,20
Home equity	298,564	11.8%	295,992	12.3%	258,79

Total	493,370	19.5%	471,495	19.6%	387,99
Net deferred loan fees, premiums and discounts	(8,068)	-0.3%	(8,149)	-0.3%	(7,04
Allowance for loan losses	(39,851)	-1.6%	(38,655)	-1.6%	(29,80
Loan receivable, net	$2,527,432	100.0%	$2,397,187	100.0%	$1,879,93

The following table sets forth information regarding the Company's non-performing assets at the dates indicated:

NONPERFORMING ASSETS	At 3/31/2006	At 12/31/2005	At 3/31/2005
(Dollars in Thousands)			
Non-accrual loans:			
Real estate loans	$ 595	726	25
Commercial loans	3,474	4,045	5,679
Consumer and other loans	247	481	342
Total	$ 4,316	5,252	6,046
Accruing Loans 90 days or more overdue:			
Real estate loans	1,516	1,659	110
Commercial loans	3,195	2,199	792
Consumer and other loans	520	647	215
Total	$ 5,231	4,505	1,117
Real estate and other assets owned, net	778	332	2,003
Total non-performing loans and real estate and other assets owned, net	$10,325	10,089	9,166
As a percentage of total assets	0.27%	0.26%	0.27%
Interest Income (1)	$ 78	359	97

(1) This is the amount of interest that would have been recorded on loans accounted for on a non-accrual basis for the three months ended March 31, 2006 and 2005 and the year ended December 31, 2005, if such loans had been current for the entire period.

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The following table illustrates the loan loss experience:

ALLOWANCE FOR LOAN LOSS

	Three months ended March 31, 2006	Year ended December 31, 2005	Three months March 3 2005
(Dollars in Thousands)			
Balance at beginning of period	$38,655	26,492	26,492

Charge offs:			
Real estate loans	(6)	(115)	(31
Commercial loans	(45)	(744)	(255
Consumer and other loans	(102)	(539)	(115
Total charge-offs	$ (153)	(1,398)	(401
Recoveries:			
Real estate loans	55	82	56
Commercial loans	20	414	60
Consumer and other loans	109	415	72
Total recoveries	$ 184	911	188
Net recoveries (charge-offs)	31	(487)	(213
Acquisition (1)	--	6,627	2,032
Provision	1,165	6,023	1,490
Balance at end of period	$39,851	38,655	29,801
Ratio of net recoveries (charge-offs) to average loans outstanding during the period	0.001%	-0.020%	-0.011

(1) Acquisition of First State Bank, First National Bank-West, Citizens Community Bank, and Bonner's Ferry branch

The following table summarizes the allocation of the allowance for loan losses:

	March 31, 2006		December 31, 2005		March 31, 2005	
	Allowance	Percent of loans in category	Allowance	Percent of loans in category	Allowance	Percent of loans in category
(Dollars in thousands)						
Real estate loans	$ 4,518	24.9%	4,318	25.0%	2,987	22.8%
Commercial real estate loans	14,374	31.6%	14,370	32.0%	9,699	29.3%
Other commercial loans	13,254	24.3%	12,566	23.7%	11,513	27.7%
Consumer and other loans	7,705	19.2%	7,401	19.3%	5,602	20.2%
Totals	$39,851	100.0%	38,655	100.0%	29,801	100.0%

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9) Intangible Assets

The following table sets forth information regarding the Company's core deposit intangibles and mortgage servicing rights as of March 31, 2006:

	Core Deposit	Mortgage

(Dollars in thousands)	Intangible	Servicing Rights (1)	Total
Gross carrying value	$14,816		
Accumulated Amortization	(7,222)		
Net carrying value	$ 7,594	1,125	8,719
WEIGHTED-AVERAGE AMORTIZATION PERIOD			
(Period in years)	10.0	9.5	9.9
AGGREGATE AMORTIZATION EXPENSE			
For the three months ended March 31, 2006	$ 420	46	466
ESTIMATED AMORTIZATION EXPENSE			
For the year ended December 31, 2006	$ 1,612	105	1,717
For the year ended December 31, 2007	1,508	77	1,585
For the year ended December 31, 2008	1,413	74	1,487
For the year ended December 31, 2009	1,279	72	1,351
For the year ended December 31, 2010	1,069	70	1,139

(1) The mortgage servicing rights are included in other assets and the gross carrying value and accumulated amortization are not readily available.

10) Deposits

The following table illustrates the amounts outstanding for deposits greater than $100,000 at March 31, 2006, according to the time remaining to maturity. Included in the three month CD maturities are brokered CD's in the amount of $235,825,000.

(Dollars in thousands)	Certificates of Deposit	Non-Maturity Deposits	Totals
Within three months	$331,637	908,349	1,239,986
Three to six months	63,217	--	63,217
Seven to twelve months ..	53,403	--	53,403
Over twelve months	36,034	--	36,034
Totals	$484,291	908,349	1,392,640

11) Advances and Other Borrowings

The following chart illustrates the average balances and the maximum outstanding month-end balances for Federal Home Loan Bank of Seattle (FHLB) advances and repurchase agreements:

	As of and for the three months ended	As of and for the year ended	As of and for the three months ended

	March 31, 2006	December 31, 2005	March 31, 2005
(Dollars in thousands)			
FHLB Advances:			
Amount outstanding at end of period ...	$505,209	402,191	858,961
Average balance	$522,376	673,904	739,928
Maximum outstanding at any month-end ..	$572,954	804,047	858,961
Weighted average interest rate	3.72%	3.19%	2.87%
Repurchase Agreements:			
Amount outstanding at end of period ...	$132,207	129,530	79,148
Average balance	$133,020	103,522	80,970
Maximum outstanding at any month-end ..	$135,661	132,534	79,148
Weighted average interest rate	3.93%	2.85%	2.06%

12) Stockholders' Equity

The Federal Reserve Board has adopted capital adequacy guidelines that are used to assess the adequacy of capital in supervising a bank holding company. The following table illustrates the Federal Reserve Board's capital adequacy guidelines and the Company's compliance with those guidelines as of March 31, 2006.

CONSOLIDATED	Tier 1 (Core) Capital	Tier 2 (Total) Capital	Leverage Capital
(Dollars in thousands)			
GAAP Capital	$ 344,391	344,391	344,391
Less: Goodwill and intangibles	(86,693)	(86,693)	(86,693)
Accumulated other comprehensive			
Unrealized gain on AFS securities	(132)	(132)	(132)
Other adjustments	--	(18)	--
Plus: Allowance for loan losses	--	35,413	--
Subordinated debentures	85,000	85,000	85,000
Regulatory capital computed	$ 342,566	377,961	342,566
Risk weighted assets	$2,833,006	2,833,006	
Total average assets			$3,683,638
Capital as % of defined assets	12.09%	13.34%	9.30%
Regulatory "well capitalized" requirement ...	6.00%	10.00%	5.00%
Excess over "well capitalized" requirement ..	6.09%	3.34%	4.30%

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13) Other Comprehensive Income

The Company's only component of other comprehensive income is the unrealized gains and losses on available-for-sale securities.

	For the three months ended March 31, 2006	2005
Dollars in thousands		
Net earnings	$13,629	11,520
Unrealized holding loss arising during the period ..	(1,137)	(9,530)
Tax benefit	448	3,755
Net after tax	(689)	(5,775)
Reclassification adjustment for losses included in net earnings	--	30
Tax benefit	--	(12)
Net after tax	--	18
Net unrealized loss on securities	(689)	(5,757)
Total other comprehensive income	$12,940	5,763

14) Segment Information

The Company evaluates segment performance internally based on individual bank charters, and thus the operating segments are so defined. The following schedule provides selected financial data for the Company's operating segments. Centrally provided services to the Banks are allocated based on estimated usage of those services. The operating segment identified as "Other" includes the Parent, non-bank units, and eliminations of transactions between segments.

	Three months ended and as of March 31, 2006					
	Glacier	Mountain West	First Security	Western	First National	Big Sky
(Dollars in thousands)						
Revenues from external customers	$ 12,452	15,924	12,258	6,880	4,102	4,918
Intersegment revenues	52	6	78	17	236	--
Expenses	(9,284)	(13,063)	(9,167)	(5,404)	(3,526)	(3,719)
Intercompany eliminations	--	--	--	--	--	--
Net Earnings	$ 3,220	2,867	3,169	1,493	812	1,199
Total Assets	$697,266	809,759	734,092	428,263	284,398	275,158

	Valley	Whitefish	Citizens	Other	Total Consolidated
Revenues from external customers	4,344	2,996	3,159	75	67,108

Intersegment revenues	33	--	--	17,374	17,796
Expenses	(3,371)	(2,306)	(2,611)	(1,028)	(53,479)
Intercompany eliminations	--	--	--	(17,796)	(17,796)
Net Earnings	1,006	690	548	(1,375)	13,629
Total Assets	258,165	175,912	153,204	(16,059)	3,800,158

	Three months ended and as of March 31, 2005				
	Glacier	Mountain West	First Security	Western	First National
(Dollars in thousands)					
Revenues from external customers	$ 10,335	12,168	9,075	6,371	1,144
Intersegment revenues	145	--	5	--	--
Expenses	(7,741)	(9,572)	(6,413)	(4,871)	(883)
Intercompany eliminations	--	--	--	--	--
Net Earnings	$ 2,739	2,596	2,667	1,500	261
Total Assets	$685,498	659,006	617,048	443,633	272,335

	Big Sky	Valley	Whitefish	Other	Total Consolidated
Revenues from external customers	4,089	3,779	2,953	(299)	49,615
Intersegment revenues	--	34	--	14,842	15,026
Expenses	(3,004)	(2,844)	(1,999)	(768)	(38,095)
Intercompany eliminations	--	--	--	(15,026)	(15,026)
Net Earnings	1,085	969	954	(1,251)	11,520
Total Assets	257,217	241,496	162,727	(32,520)	3,306,440

15) Rate/Volume Analysis

Net interest income can be evaluated from the perspective of relative dollars of change in each period. Interest income and interest expense, which are the components of net interest income, are shown in the following table on the basis of the amount of any increases (or decreases) attributable to changes in the dollar levels of the Company's interest-earning assets and interest-bearing liabilities ("Volume") and the yields earned and rates paid on such assets and liabilities ("Rate"). The change in interest income and interest expense attributable to changes in both volume and rates has been allocated proportionately to the change due to volume and the change due to rate.

(Dollars in Thousands)	Three Months Ended March 31, 2006 vs. 2005 Increase (Decrease) due to: Volume	Rate	Net
INTEREST INCOME			
Real estate loans	$ 3,358	1,016	4,374
Commercial loans	5,842	3,159	9,001
Consumer and other loans	1,942	1,193	3,135
Investment securities and other	(1,457)	392	(1,065)
Total Interest Income	9,685	5,760	15,445
INTEREST EXPENSE			
NOW accounts	34	287	321
Savings accounts	58	365	423
Money market accounts	191	1,341	1,532
Certificates of deposit	2,224	2,722	4,946
FHLB advances	(1,541)	1,094	(447)
Other borrowings and repurchase agreements	111	707	818
Total Interest Expense	1,077	6,516	7,593
NET INTEREST INCOME	$ 8,608	(756)	7,852

16) Average Balance Sheet

The following schedule provides (i) the total dollar amount of interest and dividend income of the Company for earning assets and the resultant average yield; (ii) the total dollar amount of interest expense on interest-bearing liabilities and the resultant average rate; (iii) net interest and dividend income; (iv) interest rate spread; and (v) net interest margin. Non-accrual loans are included in the average balance of the loans.

	For the Three months ended 3-31-06 Average Balance	Interest and Dividends	Average Yield/ Rate
AVERAGE BALANCE SHEET			
(Dollars in Thousands)			
ASSETS			
Residential Real Estate Loans	$ 618,852	10,989	7.10%
Commercial Loans	1,397,090	25,525	7.41%

Consumer and Other Loans	481,298	8,865	7.47%
Total Loans	2,497,240	45,379	7.37%
Tax -Exempt Investment Securities (1)	283,715	3,489	4.92%
Other Investment Securities	686,956	7,084	4.12%
Total Earning Assets	3,467,911	55,952	6.45%
Goodwill and Core Deposit Intangible	87,616		
Other Non-Earning Assets	185,313		
TOTAL ASSETS	$3,740,840		
LIABILITIES AND STOCKHOLDERS' EQUITY			
NOW Accounts	$ 346,930	470	0.55%
Savings Accounts	245,928	578	0.95%
Money Market Accounts	495,032	2,843	2.33%
Certificates of Deposit	829,390	7,400	3.62%
FHLB Advances	522,376	4,796	3.72%
Repurchase Agreements and Other Borrowed Funds	294,376	3,557	4.90%
Total Interest Bearing Liabilities	2,734,032	19,644	2.91%
Non-interest Bearing Deposits	630,490		
Other Liabilities	35,235		
Total Liabilities	3,399,757		
Common Stock	323		
Paid-In Capital	263,541		
Retained Earnings	75,539		
Accumulated Other Comprehensive Income	1,680		
Total Stockholders' Equity	341,083		
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$3,740,840		
Net Interest Income		$36,308	
Net Interest Spread			3.54%
Net Interest Margin on Average Earning assets			4.25%
Return on Average Assets (annualized)			1.48%
Return on Average Equity (annualized)			16.21%

(1) Excludes tax effect on non-taxable investment security income

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Impact of Recently Issued Accounting Standards

The Company adopted SFAS No. 123 (Revised) Share-Based Payment, as of January 1, 2006 and, accordingly, has determined compensation cost based on the fair value of the option at the grant date. As a result of the adoption of the standard, net earnings were reduced by $523,488, or $.016 per share, for the quarter ended March 31, 2006. For additional information regarding the standard see Note 6 to the Consolidated Financial Statements.

Acquisition announced

On April 20, 2006, the signing of a definitive agreement whereby Citizens Development Company a Billings, Montana based five bank holding company with total assets of $430 million will merge into Glacier Bancorp, Inc. was announced. The closing of the transaction is expected to occur in July or August of 2006. The five banks being acquired will remain as independently chartered banks pending their anticipated consolidation with existing Glacier Bancorp, Inc. Montana subsidiaries.

Financial Condition

This section discusses the changes in the Statement of Financial Condition items from March 31, 2005 and December 31, 2005, to March 31, 2006.

	March 31, 2006 (unaudited)	December 31, 2005 (audited)	March 31, 2005 (unaudited)
ASSETS ($ IN THOUSANDS)			
Cash on hand and in banks	$ 105,474	111,418	82,600
Investment securities, interest bearing deposits, FHLB stock, FRB stock, and fed funds	953,880	991,246	1,171,112
Loans:			
Real estate	638,529	607,627	433,901
Commercial	1,435,731	1,357,051	1,087,989
Consumer and other	493,023	471,164	387,843
Total loans	2,567,283	2,435,842	1,909,733
Allowance for loan losses	(39,851)	(38,655)	(29,801)
Total loans net of allowance for loan losses	2,527,432	2,397,187	1,879,932
Other assets	213,372	206,493	172,796
Total Assets	$3,800,158	3,706,344	3,306,440

At March 31, 2006 total assets were $3.800 billion, which is $94 million, or 3 percent, greater than the December 31, 2005 assets of $3.706 billion, and $494 million, or 15 percent, greater than the March 31, 2005 assets of $3.306 billion.

Total loans have increased $131 million from December 31, 2005, or 5 percent, with the growth occurring in all loan categories. Commercial loans have increased $79 million, or 6 percent, real estate loans gained $31 million, or 5 percent, and consumer loans grew by $22 million, or 5 percent. Total loans have increased $658 million, or 34 percent, from March 31, 2005, with all loan categories showing increases. Commercial loans grew the most with an increase of $348 million, or 32 percent, followed by real estate loans which increased $205 million, or 47 percent, which was the largest percentage gain, and consumer loans, which are primarily comprised of home equity loans, increasing by $105 million, or 27 percent.

Investment securities, including interest bearing deposits in other financial institutions, and federal funds sold have decreased $37 million from December 31, 2005, or 4 percent, and have declined $217 million, or 19 percent, from March 31, 2005. Investment securities at March 31, 2006 represented 25% of total assets versus 35% the prior year.

The Company typically sells a majority of long-term mortgage loans originated, retaining servicing only on loans sold to certain lenders. The sale of loans in the secondary mortgage market reduces the Company's risk of holding long-term, fixed rate loans in the loan portfolio. Mortgage loans sold for the three months ended March 31, 2006 and 2005 were $90 million and $59 million, respectively. The Company has also been active in generating commercial SBA loans. A portion of some of those loans is sold to other investors. The amount of loans sold and serviced for others at March 31, 2006 was approximately $166 million.

	March 31, 2006 (unaudited)	December 31, 2005 (audited)	March 31, 2005 (unaudited)	$ change Decembe 2005
LIABILITIES ($ IN THOUSANDS)				
Non-interest bearing deposits	$ 683,201	667,008	528,038	16,1
Interest bearing deposits	2,010,198	1,867,704	1,448,643	142,4
Advances from Federal Home Loan Bank	505,209	402,191	858,961	103,0
Securities sold under agreements to repurchase and other borrowed funds	134,981	317,222	84,982	(182,2
Other liabilities	37,178	33,980	32,367	3,1
Subordinated debentures	85,000	85,000	80,000	
Total liabilities	$3,455,767	3,373,105	3,032,991	82,6

Non-interest bearing deposits have increased $16 million, or 10 percent annualized, since December 31, 2005, and by $155 million, or 29 percent, since March 31, 2005. This continues to be a primary focus of each of our banks. Interest bearing deposits have increased $142 million from December 31, 2005, of which $71 million was in broker originated certificates of deposit, and $53 million in Internet generated National Market CD's. Since March 31, 2005 interest bearing deposits increased $562 million, or 39 percent, with $289 million of that amount from broker and Internet sources. Federal Home Loan Bank (FHLB) advances increased $103 million, and repurchase agreements and other borrowed funds decreased $182 million from December 31, 2005, primarily from the redemption of $179 million in U. S. Treasury Tax and Loan Term Auction funds. FHLB advances are $354 million less than the March 31, 2005 balances due primarily to the above described increases in deposits.

Liquidity and Capital Resources

The objective of liquidity management is to maintain cash flows adequate to meet current and future needs for credit demand, deposit withdrawals, maturing liabilities and corporate operating expenses. The principal source of the

Company's cash revenues is the dividends received from the Company's banking subsidiaries. The payment of dividends is subject to government regulation, in that regulatory authorities may prohibit banks and bank holding companies from paying dividends which would constitute an unsafe or unsound banking practice. The subsidiaries source of funds is generated by deposits, principal and interest payments on loans, sale of loans and securities, short and long-term borrowings, and net earnings. In addition, eight of the nine banking subsidiaries are members of the FHLB. As of March 31, 2006, the Company had $883 million of available FHLB line of which $505 million was utilized. Accordingly, management of the Company has a wide range of versatility in managing the liquidity and asset/liability mix for each individual institution as well as the Company as a whole.

Lending Commitments

In the normal course of business, there are various outstanding commitments to extend credit, such as letters of credit and un-advanced loan commitments, which are not reflected in the accompanying condensed consolidated financial statements. Management does not anticipate any material losses as a result of these transactions.

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STOCKHOLDERS' EQUITY (UNAUDITED)	March 31, 2006 (unaudited)	December 31, 2005 (audited)	March 31, 2005 (unaudited)
($ IN THOUSANDS EXCEPT PER SHARE DATA)			
Common equity	$344,259	332,418	273,272
Accumulated other comprehensive income	132	821	177
Total stockholders' equity	344,391	333,239	273,449
Core deposit intangible, net, and goodwill	(86,693)	(87,114)	(67,291)
	$257,698	246,125	206,158
Stockholders' equity to total assets	9.06%	8.99%	8.27%
Tangible stockholders' equity to total tangible assets	6.94%	6.80%	6.36%
Book value per common share	$ 10.66	10.36	8.86
Market price per share at end of quarter	$ 31.05	30.05	24.40

Total equity and book value per share amounts have increased $11.152 million and $.30 per share, respectively, from December 31, 2005, the result of earnings retention, and stock options exercised. Accumulated other comprehensive income, representing net unrealized gains on securities available for sale, decreased $689 thousand during the quarter, primarily a function of interest rate changes and the decreased balance of securities.

CREDIT QUALITY INFORMATION ($ IN THOUSANDS)	March 31, 2006 (unaudited)	December 31, 2005 (audited)	March 31, 2005 (unaudited)

Allowance for loan losses	$39,851	$38,655	$29,801
Non-performing assets	$10,325	10,089	9,166
Allowance as a percentage of non performing assets	386%	383%	325%
Non-performing assets as a percentage of total assets	0.27%	0.26%	0.27%
Allowance as a percentage of total loans	1.55%	1.59%	1.56%
Net recoveries (charge-offs) as a percentage of loans	0.001%	(0.020%)	(0.011%)

Allowance for Loan Loss and Non-Performing Assets

Non-performing assets as a percentage of total assets at March 31, 2006 were at ..27 percent, the same percentage as at March 31, 2005, but increasing slightly from .26 percent at December 31, 2005. The Company ratios compare favorably to the Federal Reserve Bank Peer Group average of .43 percent at December 31, 2005, the most recent information available. The allowance for loan losses was 386 percent of non-performing assets at March 31, 2006, up from 325 percent a year ago. The allowance, including $4.579 million from acquisitions, has increased $10.050 million, or 34 percent, from a year ago. The allowance of $39.851 million, is 1.55 percent of March 31, 2006 total loans outstanding, down slightly from the 1.56 percent a year ago. The first quarter provision for loan losses expense was $1.165 million, a decrease of $325 thousand from the same quarter in 2005, and was also a decrease of $209 thousand from the fourth quarter of 2005. Recovery of previously charged-off loans exceeded amounts charged-off during the quarter by $31,000. Loan growth, average loan size, and credit quality considerations will determine the level of additional provision expense.

RESULTS OF OPERATIONS - THE THREE MONTHS ENDED MARCH 31, 2006 COMPARED TO THE THREE MONTHS ENDED MARCH 31, 2005.

The Company reported net quarterly earnings of $13.629 million, an increase of $2.1 million, or 18 percent, over the $11.520 million for the first quarter of 2005. Diluted earnings per share for the quarter of $.42 is an increase of 14 percent over the per share earnings of $.37 for the same quarter of 2005. Net earnings were reduced by $523,488, or $.016 per share, due to the January 1, 2006 adoption of SFAS 123(R) Share-based Payment which requires recording the estimated fair value of stock options as compensation expense. Annualized return on average assets and return on average equity for the quarter were 1.48 percent and 16.21 percent, respectively, which compares with prior year returns for the first quarter of 1.50 percent and 17.06 percent. Annualized return on average tangible equity, a non-GAAP performance measure, for the first quarter of 2006 was 22.48 percent compared to 20.99 percent in the first quarter of last year.

	Three months ended March 31,			
REVENUE SUMMARY	2006	2005	$ change	% change
(UNAUDITED - $ IN THOUSANDS)				
Net interest income	$36,308	$28,456	$7,852	28%
Non-interest income				
Service charges, loan fees, and other fees	8,217	6,482	1,735	27%
Gain on sale of loans	2,190	2,092	98	5%
Other income	749	534	215	40%

Total non-interest income	11,156	9,108	2,048	22%
	$47,464	$37,564	$9,900	26%
Tax equivalent net interest margin	4.32%	4.08%		

Net Interest Income

Net interest income for the quarter increased $7.852 million, or 28 percent, over the same period in 2005, and $604 thousand from the fourth quarter of 2005. Total interest income increased $15.445 million from the prior year's quarter, or 38 percent, while total interest expense was $7.593 million, or 63 percent higher. The increase in interest expense is primarily attributable to the volume increase in interest bearing liabilities, and increases in short term interest rates during 2005 continuing into 2006. The Federal Reserve Bank has increased the targeted fed funds rate 10 times, 250 basis points, since January 1, 2005. The net interest margin as a percentage of earning assets, on a tax equivalent basis, was 4.32 percent which was higher than the 4.08 percent result for the first quarter of 2005. The margin for the first quarter of 2006 continued the trend of increases experienced in each quarter of 2005.

Non-interest Income

Fee income increased $1.735 million, or 27 percent, over the same period last year, driven primarily by an increased number of loan and deposit accounts from internal growth and acquisitions. Gain on sale of loans increased $98 thousand, or 5 percent, from the first quarter of last year. Loan origination activity for housing construction and purchases remains strong in our markets.

	Three months ended March 31,			
NON-INTEREST EXPENSE SUMMARY	2006	2005	$ change	% change
(UNAUDITED - $ IN THOUSANDS)				
Compensation and employee benefits	$15,311	$10,944	$4,367	40%
Occupancy and equipment expense	3,491	2,855	636	22%
Outsourced data processing	724	232	492	212%
Core deposit intangibles amortization	420	283	137	48%
Other expenses	5,881	4,760	1,121	24%
Total non-interest expense	$25,827	$19,074	$6,753	35%

Non-interest Expense

Non-interest expense increased by $6.753 million, or 35 percent, from the same quarter of 2005. Compensation and benefit expense increased $4.367 million, or 40 percent, of which $723 thousand was from expensing stock options with the adoption of SFAS 123(R) in 2006, four acquisitions during 2005, the addition of four new bank branches occurring within the last four months, normal compensation increases for job performance and increased cost for benefits are the reasons for the majority of the increase. The number of full-time-equivalent employees has increased from 952 to 1,147, a 20 percent increase, since March 31, 2005. Occupancy and equipment expense increased $636 thousand, or 22 percent, reflecting the bank acquisitions, cost of additional branch locations and facility upgrades. Other expenses increased $1.121 million, or 24 percent, primarily from acquisitions, additional marketing expenses, and costs associated with new branch offices. The number of new branches coming on-line within a short period of time has resulted in significantly higher expenses in the current quarter. The number of new locations is greater than normal for our company, rapid expansion in the high growth markets of Boise and Coeur d'Alene are expected to have long-term benefits. The efficiency ratio (non-interest expense/net interest income + non-interest income) was 54 percent for the 2006 quarter, up from 51 percent for the 2005 quarter.

Critical Accounting Policies

Companies apply certain critical accounting policies requiring management to make subjective or complex judgments, often as a result of the need to estimate the effect of matters that are inherently uncertain. The Company considers its only critical accounting policy to be the allowance for loan losses. The allowance for loan losses is established through a provision for loan losses charged against earnings. The balance of allowance for loan loss is maintained at the amount management believes will be adequate to absorb known and inherent losses in the loan portfolio. The appropriate balance of allowance for loan losses is determined by applying estimated loss factors to the credit exposure from outstanding loans. Estimated loss factors are based on subjective measurements including management's assessment of the internal risk classifications, changes in the nature of the loan portfolio, industry concentrations and the impact of current local, regional and national economic factors on the quality of the loan portfolio. Changes in these estimates and assumptions are reasonably possible and may have a material impact on the Company's consolidated financial statements, results of operations and liquidity.

Effect of inflation and changing prices

Generally accepted accounting principles require the measurement of financial position and operating results in terms of historical dollars, without consideration for change in relative purchasing power over time due to inflation. Virtually all assets of a financial institution are monetary in nature; therefore, interest rates generally have a more significant impact on a company's performance than does the effect of inflation.

Forward Looking Statements

This Form 10-Q includes forward looking statements, which describe management's expectations regarding future events and developments such as future operating results, growth in loans and deposits, continued success of the Company's style of banking and the strength of the local economies in which it operates. Future

events are difficult to predict, and the expectations described above are necessarily subject to risk and uncertainty that may cause actual results to differ materially and adversely. In addition to discussions about risks and uncertainties set forth from time to time in the Company's public filings, factors that may cause actual results to differ materially from those contemplated by such forward looking statements include, among others, the following possibilities: (1) local, national and international economic conditions are less favorable than expected or have a more direct and pronounced effect on the Company than expected and adversely affect the company's ability to continue its internal growth at historical rates and maintain the quality of its earning assets; (2) changes in interest rates reduce interest margins more than expected and negatively affect funding sources; (3) projected business increases following strategic expansion or opening or acquiring new banks and/or branches are lower than expected; (4) costs or difficulties related to the integration of acquisitions are greater than expected; (5) competitive pressure among financial institutions increases significantly; (6) legislation or regulatory requirements or changes adversely affect the businesses in which the Company is engaged.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The Company believes that there have not been any material changes in information about the Company's market risk than was provided in the Form 10-K report for the year ended December 31, 2005.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company's Chief Executive Officer and Chief Financial Officer have reviewed and evaluated the effectiveness of our disclosure controls and procedures (as required by Exchange Act Rules 240.13a-15(b) and 15d-14(c)) as of the date of this quarterly report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's current disclosure controls and procedures are effective and timely, providing them with material information relating to the Company required to be disclosed in the reports we file or submit under the Exchange Act.

Changes in Internal Controls

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the first quarter 2006, to which this report relates that have materially affected, or are reasonably likely to materially affect the Company's internal controls over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There are no pending material legal proceedings to which the registrant or its subsidiaries are a party.

ITEM 1A. RISK FACTORS

There have not been any material changes to the Company's risk factors during the first quarter 2006.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(a) Not Applicable

(b) Not Applicable

(c) Not Applicable

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

(a) Not Applicable

(b) Not Applicable

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITIES HOLDERS

(a) None

(b) Not Applicable

(c) None

(d) None

ITEM 5. OTHER INFORMATION

(a) Not Applicable

(b) Not Applicable

ITEM 6. EXHIBITS

Exhibit 31.1 - Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes - Oxley Act of 2002

Exhibit 31.2 - Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes - Oxley Act of 2002

Exhibit 32 - Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes - Oxley Act of 2002

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 thereunto duly authorized.

GLACIER BANCORP, INC.

May 8, 2006	/s/ Michael J. Blodnick Michael J. Blodnick President/CEO
May 8, 2006	/s/ James H. Strosahl James H. Strosahl Executive Vice President/CFO