

HERITAGE FINANCIAL CORP /WA/  
Form 8-K  
September 19, 2005

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**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 and Exchange Act of 1934**

Date of Report (Date of earliest event reported):

September 15, 2005

**HERITAGE FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**WASHINGTON**  
(State or other jurisdiction of  
incorporation)

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

**91-1857900**  
IRS Employer Identification No.

**201 Fifth Avenue S.W.**

**Olympia WA**  
(Address of principal  
executive officers)

**98501**  
(Zip Code)

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Registrant's telephone number, including area code: (360) 943-1500

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 7.01 Regulation FD Disclosure .

On September 15, 2005, Heritage Financial Corporation issued a press release announcing a stock dividend to shareholders of record on September 30, 2005, to be distributed on October 14, 2005. and a cash dividend of 18.5 cents per share payable on October 28, 2005 to shareholders of record on October 17, 2005 . 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 exhibit is being filed herewith and this list shall constitute the exhibit index:

99 News Release issued by Heritage, dated September 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: September 16, 2005

HERITAGE FINANCIAL CORPORATION

By: **/S/ DONALD V. RHODES**  
**Donald V. Rhodes**  
**Chairman and Chief Executive Officer**