

HERITAGE FINANCIAL CORP /WA/  
Form 8-K  
August 23, 2007

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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): August 22, 2007

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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.

**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:

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- .. 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 5.02 DEPARTURE OF PRINCIPAL OFFICER; APPOINTMENT OF PRINCIPAL OFFICER**

The following information is furnished pursuant to Item 5.02 Appointment of Principal Officer .

Heritage Financial Corporation President and Chief Executive Officer Brian L. Vance today announced that the company has named Donald J. Hinson as Senior Vice President and Chief Financial Officer of both the company and its Heritage Bank and Central Valley Bank subsidiaries effective September 1, 2007. Mr. Hinson will be replacing Edward D. Cameron who will remain with the company as Executive Vice President and Corporate Secretary.

**ITEM 7.01 REGULATION FD DISCLOSURE**

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

Heritage Financial Corporation President and Chief Executive Officer Brian L. Vance today announced that the company has named Donald J. Hinson as Senior Vice President and Chief Financial Officer of both the company and its Heritage Bank and Central Valley Bank subsidiaries effective September 1, 2007. Mr. Hinson will be replacing Edward D. Cameron who will remain with the company as Executive Vice President and Corporate Secretary. 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) Shell Company Transactions - none

(d) Exhibits:

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

99 News Release issued by Heritage, dated August 22, 2007.

**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: August 23, 2007

HERITAGE FINANCIAL CORPORATION

By: */S/* Brian L. Vance  
**Brian L. Vance**

**President and Chief Executive Officer**