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FIRST FINANCIAL FUND INC  
Form N-PX  
August 28, 2006

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF  
REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-04605

First Financial Fund, Inc.  
(Exact name of registrant as specified in charter)

2344 Spruce Street, Suite A  
Boulder, CO 80302  
(Address of principal executive offices) (Zip code)

Stephen C. Miller  
2344 Spruce Street, Suite A  
Boulder, CO 80302  
(Name and address of agent for service)

Registrant's telephone number, including area code: (303) 444-5483

Date of fiscal year end: March 31

Date of reporting period: July 1, 2005 - June 30, 2006

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (ss.ss. 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

PROXY VOTING RECORD  
FOR PERIOD JULY 1, 2005 TO JUNE 30, 2006

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Name of Issuer	Ticker Symbol	CUSIP	Shldr Meeting Date	Record Date	Mtg Type	Description of Matter to be Voted On
Amegy Bancorporation, Inc.	ABNK	02343R102	10/11/05	8/31/05	Special	1 Proposal to approve the plan of merger by and among Zions Bancorporation, Independence Merger Company, Inc. and the Company
						2 Proposal to approve any adjournments or postponements of the Special Meeting, if necessary
Medical Properties Trust, Inc.	-	58463J106	10/12/05	9/7/05	Annual	1 Election of seven (7) directors
						2 Approve amendments to the charter related to transfers or ownership restrictions on common stock
						3 Approve an amendment to the amended and restated 2004 equity incentive plan
Royal Financial, Inc.	RYFL	78027P109	10/26/05	9/15/05	Annual	1 Election of two (2) directors
						2 Proposal to adopt the 2005 stock option plan
						3 Proposal to adopt the 2005 recognition and retention plan
						4 Proposal to ratify Crowe Chizek and Company LLC as independent accountants
Parkvale Financial Corporation	PFC	701492100	10/27/05	8/29/05	Annual	1 Election of two (2) directors

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							2	Appointment of Parente Randolph, LLC as independent auditors
Jefferson Bancshares, Inc.	JFBI	472375104	10/27/05	8/31/05	Annual	1	1	Election of two (2) directors
							2	Ratification of Craine, Thompson & Jones, P.C. as independent registered accounting firm
First Place Financial Corp.	FFFC	33610T109	10/27/05	9/9/05	Annual	1	1	Election of four (4) directors
							2	Ratification of Crowe Chizek and Company LLC as independent auditors
K-Fed Bancorp	KFED	48246S101	10/25/05	8/31/05	Annual	1	1	Election of two (2) directors
							2	Ratification of Crowe Chizek and Company LLP as independent registered public accounting firm
Georgetown Bancorp, Inc.	GTWN	372590109	10/25/05	9/15/05	Annual	1	1	Election of eight (8) directors
							2	Ratification of Wolf & Company PC as independent auditors
First Security Group, Inc.	FSGI	336312103	10/27/05	9/16/05	Annual	1	1	Election of nine (9) directors
							2	Approve amendment to the Articles of Incorporation which would increase the number of authorized shares of common stock
							3	Ratify appointment of Joseph Decosimo and Company PLLC as independent auditors
								Approval of the

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MBNA Corporation	KRB	55262L100	11/3/05	9/2/05	Special	1	merger with Bank of America Corporation
						2	Approval of proposal to adjourn special meeting, if necessary, to solicit additional proxies
Northwest Bancorp, Inc.	NWSB	667328108	11/16/05	9/30/05	Annual	1	Election of three (3) directors
						2	Ratification of KPMG LLP as independent registered public accounting firm
Texas United Bancshares, Inc.	TXUI	882838105	11/22/05	10/11/05	Special	1	Approve the agreement and plan of reorganization , which provides for the merger of Gateway Holding Company with and into Texas United
						2	Approval of proposal to adjourn special meeting, if necessary, to solicit additional proxies
Provident Financial Holdings, Inc.	PROV	743868101	11/22/05	9/29/05	Annual	1	Election of two (2) directors
						2	Ratification of Deloitte & Touche LLP as independent auditors
HF Financial Corp.	HFFC	404172108	11/16/05	9/30/05	Annual	1	Election of three (3) directors
Redwood Financial, Inc.	REDW	757903109	12/14/05	10/20/05	Annual	1	Election of two (2) directors
Perpetual Federal Savings Bank	PFOH	714273109	1/18/06	11/21/05	Annual	1	Election of two (2) directors
						2	Ratification of appointment of Crowe, Chizek and Company, LLP as auditors

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Home Federal Bancorp, Inc.	HOME	43709A101	1/23/06	11/29/05	Annual	1	Election of two (2) directors
						2	Ratification of appointment of Moss Adams LLP as auditors
BankUnited Financial Corporation	BKUNA	06652B103	1/27/06	12/9/05	Annual	1	Election of four (4) directors
Calnet Business Bank, N.A.	CLNB	131326100	2/15/06	12/20/05	Special	1	Proposal to approve and adopt the agreement and plan of merger
						2	Proposal to grant discretionary authority to persons named as proxies to adjourn the meeting if necessary
Charter Financial Corporation	CHFNB	16122M100	2/22/06	12/30/05	Annual	1	Election of two (2) directors
FNB Corp.	FNBN	302519103	3/15/06	1/31/06	Special	1	Approval of the agreement and plan of merger
						2	Approval of an amendment to increase the number of authorized shares
						3	Approval to adjourn special meeting, if necessary
SNB Bancshares, Inc.	SNBT	78460M2009	3/23/06	1/31/06	Special	1	Approve the agreement and plan of reorganization
Southcoast Financial Corporation	SOCB	84129R100	4/7/06	2/28/06	Annual	1	Election of three (3) directors
						2	Approval of 2005 employee stock purchase plan
First							To fix the number of directors to serve on

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Community Bank Corp of America	FCFL	31985E202	4/17/06	3/1/06	Annual	1	the board for the ensuing year at eleven
						2	Election of eight (8) directors
						3	The adoption of the 2006 stock plan
						4	Approve an amendment to our articles of incorporation to in crease the number of authorized common shares to 20,000,000 and to create a class of preferred stock
						5	Adjournment of the annual meeting to solicit additional proxies in the event there are not sufficient votes to approve either foregoing items
Cardinal State Bank	CSNC	141546101	4/19/06	2/17/06	Annual	1	Proposal to reorganize Cardinal State Bank into a holding company and share exchange
						2	Election of four (4) directors
						3	Approval of two additional directorships
						4	Ratify the appointment of independent public accountants as the bank's independent accountants for 2006
First Community Bancorp	FCBP	31983B101	4/19/06	3/8/06	Annual	1	Approve principal terms and adoption of merger of Foothill Independent Bancorp and First Community Bancorp and issuance of shares in connection of merger
						2	Election of ten (10) directors

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							3	Approve and amend First Community's Articles of incorporation to increase the maximum amount of authorized shares of common stock.
							4	Approve an increase on the authorized number of shares available for issuance under 2003 stock incentive plan
							5	Approve and adjournment or postponement of the annual meeting if necessary to solicit additional proxies
							6	Transact any other business as may properly come before the annual meeting and at any postponements or adjournments thereof.
Foothill Independent Bancorp	FOOT	344905104	4/19/06	3/10/06	Independent	1		Adoption of merger of Foothill Independent Bancorp and First Community Bancorp
							2	Approval of adjournments of the special meeting if required to solicit proxies
Mercer Insurance Group, Inc.	MIGP	587902107	4/19/06	3/13/06	Annual	1		Election of three (3) directors
							2	Ratification of appointment of KPMG LLP as public accounting firm for YE 2006
River Valley Bancorp	RIVR	768475105	4/19/06	2/24/06	Annual	1		Election of two (2) directors
Westbank								Election of three (3) directors

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Corporation	WBKC	957116106	4/19/06	2/27/06	Annual	1	directors
						2	Approve 2006 Equity Incentive Plan
Enterprise Financial Services Corp	EFSC	293712105	4/19/06	2/22/06	Annual	1	Election of twelves (12) Directors
						2	Ratification and approval of KPMG LLP as independent registered public accounting firm
						3	Approval of stock plan for non-management directors
						4	Approval of amendment and extension of the 2002 stock incentive plan
						5	Approval of the annual incentive plan
UBS AG	UBS	H8920M855	4/19/06	3/17/06	Annual	1	Annual report, group and parent company accounts for financial year 2005 reports of the group and statutory auditors
						2	Appropriation of retained earnings dividend for financial year 2005
						3	Discharge of the members of the board of directors and the group executive board
						4A1	Reelection of board member Rolf A. Meyer
						4A2	Relection of board member Ernesto Bertarelli
						4B1	Election of new board member Gabrielle Kaufmann-Kohler
						4B2	Election of new board member Joerg Wolle
							Election of the group



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							4A	and statutory auditors
							4B	Election of the special auditors
							5A	Cancellation of shares repurchased under the 2005/2006 share buyback program
							5B	Approval of the new share buyback program for 2006/2007
							5C	One-time payout in the form of a par value repayment
							5D	Share split
							5E1	Amendments to article 4 paragraph 1 and article 4A of the articles of association
							5E2	Reduction of the threshold value for agenda item requests
							6	Creation of conditional capital, approval of article 4A paragraph 2 of the articles of association
LSB Bancshares, Inc.	LSBX	502158108	4/19/06	2/22/06	Annual		1	Election of five (5) directors
							2	Ratify appointment of Turlington and Company, LLP, certified public accountants
Cardinal Financial Corporation	CSNC	14149F109	4/21/06	3/7/06	Annual		1	Election of four (4) directors
							2	Approve amendment to company's 2002 equity compensation plan
First Citizens Bancshares, Inc.	FCNCA	31946M103	4/24/06	3/6/06	Annual		1	Election of twenty-two (22) directors

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Ameriserv Financial, Inc.	ASRV	03074A102	4/25/06	3/3/06	Annual	1	Election of five (5) directors
CFS Bancorp, Inc	CITZ	12525D102	4/25/06	3/3/06	Annual	1	Election of five (5) directors
						2	Proposal to ratify the appointment of BKD, LLP as independent registered public accounting firm for the company for the YE 2006
Commercial Capital Bancorp, Inc.	CCBI	20162L105	4/25/06	3/10/06	Annual	1	Election of three (3) directors
						2	Proposal to ratify KPMG LLP as the company's independent auditors for the fiscal YE 2006
HMN Financial, Inc.	HMNF	40424G108	4/25/06	2/28/06	Annual	1	Election of three (3) directors
						2	Ratification of appointment of KPMG LLP as auditors of company for YE 2006
Metlife	MET	59156R108	4/25/06	3/1/06	Annual	1	Election of four (4) directors
						2	Ratification of appointment of Deloitte & Touche as independent auditor for 2006
Parkway Bank	PKWY	70153M109	4/15/06	2/28/06	Annual	1	Election of four (4) directors
						2	Ratification of Dixon Hughes PLLC as the bank's independent auditor for the Fiscal YE 2006
Platnum Underwriters							Election of seven (7)

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Holdings, LTD	PTP	G7127P100	4/25/06	3/10/06	Annual	1	directors
						2	To consider and take action on a proposal to amend the bye-laws of the company by removing bye-law 51(4), which would limit the voting rights of the company's 6 % series a mandatory convertible preferred shares
						3	To consider and take action on a proposal to approve the 2006 share incentive plan
						4	To consider and take action upon a proposal to ratify the selection of KPMG LLP as the company's independent registered public accounting firm for the 2006 fiscal year
Republic First Bancorp, Inc.	FRBK	760416107	4/25/06	3/14/06	Annual	1	Election of six (6) directors
SCBT Financial Corporation	SCBT	78401V102	4/25/06	3/10/06	Annual	1	Election of six (6) directors
						2	Proposal to ratify of appointment of JW Hunt & Co., LLP, CPAs as SCBT Financial Corps. independent auditors for 2006
TIB Financial Corp	TIBB	872449103	4/25/06	2/28/06	Annual	1	Election of three (3) directors
UMB Financial Corporation	UMBF	902788108	4/25/06	3/1/06	Annual	1	Election of six (6) directors
						2	Ratification of the audit committee's retention of Deloitte & Touche as independent auditors and to examine and audit financial statements for 2006

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							3	Amendment approval to company's articles of inc. to increase shares of common stock
Unionbancorp, Inc.	UBCD	908908106	4/25/06	3/1/06	Annual	1		Election of three (3) directors
Greene County Bancshares, Inc.	GCBS	394361208	4/26/06	3/17/06	Ann	1		Election of six (6) directors
Downey Financial, Corp.	DSL	261018105	4/26/06	2/27/06	Annual	1		Election of three (3) directors
						2		Ratification of appointment of KPMG LLP as auditors for 2006
Bank of America Corporation	BAC	060505104	4/26/06	3/3/06	Annual	1		Election of eighteen (18) directors
						2		Ratify independent registered public accounting firm for 2006
						3		Adopt amendment to 2003 key associates stock plan.
						4		Political contributions
						5		Majority voting in director elections
						6		Independent Board Chairman
						7		EEO Policy
UnionBanCal Corporation	UB	908906100	4/26/06	3/3/06	Annual	1		Election of fifteen (15) directors
								Approve the amended and restated 1997 performance share plan to enable awards under the plan to qualify as deductible, performance-based

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							2	compensation under 162 (M) of the Internal Revenue code
							3	Approve the senior executive bonus plan to enable bonuses paid under the plan to qualify as deductible, performance-based compensation under 162 (M) of the Internal Revenue code
							4	Ratify selection of independent registered public accounting firm, Deloitte & Touche LLP for 2006
United Community Banks	UCBI	90984P105	4/26/06	3/8/06	Annual		1	Election of eleven (11) directors
							2	Approval of the employee stock purchase plan
Bayview Capital	BVC	07262L309	4/27/06	3/24/06	Special		1	Approve and adopt the agreement and plan merger between BVCC and Great Lakes Bancorp, Inc. and approve the merger and other transactions contemplated by the agreement and plan merger
							2	Approve the stock purchase agreement and approve the sale BVAC and other transactions contemplated by the stock purchase agreement
								Approve and adopt amendments to BVCC's certificate of incorporation to establish restrictions on

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							transfers of BVCC common stock by anyone who is or would become a 5% or greater holder of stock
							3
							Proposal to ratify an amendment to BVCC's by-laws that increased the max number of members of board of directors from 10 to 25
							4
BCB Bancorp, Inc.	BCBP	055298103	4/27/06	3/6/06	Annual		Election of four (4) directors
							1
							Ratification of appointment of Beard Miller Company, LLP as independent registered public accounting firm for YE 2006
							2
Signature Bank	SBNY	82669G104	4/26/06	3/9/06	Annual		Election of three (3) directors
							1
							Ratification of the appointment of KPMG LLP as the company's independent accountants for the YE 2006
							2
Capital One Financial Corporation	COF	14040H105	4/27/06	2/28/06	Annual		Election of three (3) directors
							1
							Ratification of Ernst & Young as independent auditors for 2006
							2
							Approval and adoption of amended 2004 incentive stock incentive plan
							3
							Director election majority vote standard
							4
Fidelity Southern Corporation	LION	316394105	4/27/06	3/10/06	Annual		Election of nine (9) directors
							1
							Approval of equity

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							2	incentive plan
Phoenix Companies, Inc.	PNX	71902E109	4/27/06	2/28/06	Annual		1	Election of four (4) directors
							2	Ratify of appointment of PWC as independent registered public accounting firm
Metrocorp Bancshares , Inc.	MCBI	591650106	4/28/06	3/13/06	Annual		1	Election of five (5) directors
							2	Approval of an amendment and restated articles of incorporation of the company to increase the number of authorized shares of common stock from 20,000,000 to 50,000,000
							3	Ratification of the appointment of the Pricewaterhousecooper LLP as the independent registered public accounting firm of the company for the YE 2006
Summit Bank Corporation	SBGA	866013105	5/1/06	3/20/06	Annual		1	Election of five (5) directors
LSB Corporation	LSBX	50215P100	5/2/06	3/3/06	Annual		1	Election of four (4) directors
							2	Approval and ratification of the LSB corporation 2006 stock option and incentive plan
							3	Ratification of the appointment of the KPMG LLP as the independent registered public accounting firm of the company for the YE 2006

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Capital Corp of the West	CCOW	140065202	5/2/06	3/3/06	Annual	1	Election of three (3) directors
Arch Capital Group LTD	ACGL	G0450A105	5/3/06	3/28/06	Annual	1	Election of nineteen (19) directors
						3	Ratify PWC LLC as independent registered public accounting firm for 2006
Iberiabank Corporation	IBKC	450828108	5/3/06	3/21/06	Annual	1	Election of three (3) directors
						2	Ratification of the appointment of Castaing, Hussey & Lolan, LLC as the company's independent auditors for 2006
Rome Bancorp	ROME	77587P103	5/3/06	3/10/06	Annual	1	Election of a director
						2	Ratification of the appointment of Crowe Chizek and Company LLC as the independent registered public accounting firm for 2006
						3	Adoption of the 2006 stock option plan
						4	Adoption of the 2006 recognition and retention plan
SI Financial Group, Inc	SIFI	78425W102	5/3/06	3/15/06	Annual	1	Election of three (3) directors
						2	Ratification of the appointment of Wolf & Company PC as the independent registered public accounting firm for 2006
Yardville National Bancorp	YANB	985021104	5/3/06	3/17/06	Annual	1	Election of three (3) directors



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Abington Community Bancorp, Inc.	ABBC	00350R106	5/4/06	3/21/06	Annual	1	Election of two (2) directors
						2	Ratification of the appointment of Beard Miller Company LLP as the independent registered public accounting firm for 2006
Berkshire Hills Bancorp	BHLB	84680107	5/4/06	3/16/06	Annual	1	Election of three (3) directors
						2	Ratification of the appointment of Wolf & Company, PC as independent registered public accounting firm of Berkshire Hills Bancorp, Inc. for the fiscal YE 2006
Crescent Banking Company	CSNT	225646108	5/4/06	3/23/06	Annual	1	Election of three (3) directors
Northrim Bancorp, Inc.	NRIM	666762109	5/4/06	3/8/06	Annual	1	Election of ten (10) directors
CRM Holdings Ltd.	CRMH	G2554P103	5/9/06	3/28/06	Annual	1	Election of thirteen (13) directors
						3	To appoint Johnson Lambert & Co. as Independent auditors for 2006 & to authorize the board of directors, acting through audit committee to set the fees
Carolina Trust Bank	CART	144200102	5/9/06	3/15/06	Annual	1	Election of six (6) directors
						2	Authorization to purchase up to 70,000 shares of common stock
						3	Ratification of the independent auditors
							Election of seven (7)

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FNB Corp.	FNBN	302519103	5/9/06	3/23/06	Annual	1	directors
Southern Connecticut Bancorp, Inc.	SSE	84264A102	5/9/06	3/28/06	Anuual	1	Election of seven (7) directors Ratify the appointment of McGladrey & Pullen, LL as independent 2 accountants for 2006
Wainwright Bank & Trust Company	WAIN	930705108	5/10/06	3/13/06	Annual	1	Election of eleven (11) directors 2 Election of one (1) clerk Ratification of the selection by the board of directors vital, Caturano & Company, PC as independent auditors 3 for 2006
Benjamin Franklin Bancorp, Inc.	BFBC	082073107	5/11/06	3/20/06	Annual	1	Election of six (6) directors 2 Approve the 2006 stock incentive plan Ratify appointment of Wolfe & Company PC as independent registered public accounting firm for 3 2006
Citizens Community Bank	CZWI	174532101	5/11/06	3/27/06	Annual	1	Election of six (6) directors 2 Proxies are authorized to vote upon any other business that may come before meeting. At present management knows of no other business to be presented.
Legacy Bancorp, Inc.	LEGC	52463G105	5/11/06	3/20/06	Annual	1	Election of two (2) directors Ratification of the

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							<p>appointment of Wolf &amp; Company PC as the independent registered public accounting firm of the company for the</p> <p>2 YE 2006</p>
Atlantic Coast Federal Corp.	ACFC	048425102	5/12/06	3/24/06	Annual	1	<p>Election of three (3) directors</p>
						2	<p>Ratification of the appointment of Crowe, Chizek and Co., LLC as the independent registered public accounting firm of the company for the</p> <p>2 YE 2006</p>
Community Capital Bancshares, Inc.	ALBY	203634100	5/15/06	3/7/06	Annual	1	<p>Election of five (5) directors</p>
						2	<p>Approve the 2006 employee stock purchase plan.</p>
Gateway Financial Holdings, Inc.	GBTS	368140109	5/15/06	3/15/06	Annual	1	<p>Election of seven (7) directors</p>
Connecticut Bank & Trust	CTBC	207546102	5/16/06	3/24/06	Annual	1	<p>Election of four (4) directors</p>
Preferred Bank	PFBC	740367107	5/16/06	3/31/06	Annual	1	<p>Election of five (5) directors</p>
						2	<p>Ratification of the appointment of KPMG, LLP as independent registered public accounting firm for</p> <p>2 2006</p>
Bankatlantic Bancorp, Inc.	BBY	065908501	5/16/06	3/20/-6	Annual	1	<p>Election of two (2) directors</p>
						2	<p>Approval of company's 2006 performance-based annual incentive plan.</p>

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Centennial Bank Holdings, Inc.	-	151345204	5/16/06	3/24/06	Annual	1	Election of eleven (11) directors
Dearborn Bancorp, Inc.	DEAR	24242R108	5/16/06	3/24/06	Annual	1	Election of four (4) directors
American International Group, Inc.	AIG	026874107	5/17/06	3/24/06	Annual	1	Election of fifteen (15) directors
						2	Ratification of the appointment of PWC LLP as independent registered public accounting firm of the company for the YE 2006
						3	Adoption of an executive incentive plan
Hartford Financial Svcs Group, Inc., The	HIG	416515104	5/17/06	3/20/06	Annual	1	Election of eleven (11) directors
						2	Ratify the appointment of Deloitte & Touche LLP as independent public accountants for 2006
Heartland Financial USA, Inc.	HTLF	42234Q102	5/17/06	3/20/06	Annual	1	Election of two (2) directors
						2	Appointment of KPMG LLP as independent registered public accounting firm for 2006
North Bay Bancorp	NBAN	657477105	5/17/06	3/22/06	Annual	1	Election of three (3) directors
						2	Approve the amended 2002 incentive compensation plan.
						3	Ratify appointment of KPMG as independent public accountants.

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Ohio Casualty Corporation	OCAS	677120103	5/17/06	3/15/06	Annual	1	Election of four (4) directors
						2	Ratify the appointment of Ernst & Young LLP as independent public accountants for 2006
Third Century Bancorp	TDCB	884120106	5/17/06	3/20/06	Annual	1	Election of two (2) directors
Bank Holdings, The	TBHS	88331E104	5/18/06	3/21/06	Annual	1	Election of nine (9) directors
CCF Holding Company	CCFH	12487X104	5/18/06	4/6/06	Annual	1	Election of three (3) directors
First Trust Bank	NCFT	33732N105	5/18/06	3/14/06	Annual	1	Election of four (4) directors
						2	Amendment to 1999 stock option plan
						3	Ratify the appointment of Dixon Hughes LLC, as the independent public accountants for 2006
Medical Properties Trust, Inc.	-	58463J106	5/18/06	4/12/06	Annual	1	Election of eight (8) directors
						2	Ratify appointment of KPMG LLP as independent registered Public Accounting firm for 2006
Sun Bancorp	SNBC	86663B102	5/18/06	3/30/06	Annual	1	Election of sixteen (16) directors
						2	Amend the certificate of incorporation to increase authorized shares of common stock from 25,000,000 to 50,000,000
							Ratify the appointment of Deloitte & Touche LLP, as the independent auditors

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							3	for 2006
Texas United Bancshares	TXUI	882838105	5/18/06	4/13/06	Annual		1	Election of five (5) directors
							2	Ratification of BKD, LLP at the company's independent registered public accounting firm for 2006
Pennsylvania Commerce Bancorp, Inc.	COBH	708677109	5/19/06	3/27/06	Annual		1	Election of eight (8) directors
							2	Take action on other business, may become before meeting
Ventas, Inc.	VTR	92276F100	5/19/06	3/20/06	Annual		1	Election of seven (7) directors
							2	Ratify the appointment of Ernst & Young LLC, as the independent public accountants for 2006
							3	To approve the adoption of Ventas, Inc 2006 incentive plan.
							4	To approve the adoption of Ventas, Inc 2006 stock plan for directors.
The Bancorp, Inc.	TBBK	05969A105	5/22/06	3/27/06	Annual		1	Election of twelve (12) directors
							2	Approve Grant Thornton LLP as independent public accountants for 2006
American Bancorp of New Jersey, Inc.	ABNJ	02407E104	5/23/06	3/29/06	Annual		1	Election of seven (7) directors
							2	Approval of the 2006 equity incentive plan
								Ratify the appointment of Crowe

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							Chizek and Company, LLC, as auditors for 3 2006
Appalachian Bancshares, Inc.	APAB	037675105	5/23/06	4/3/06	Annual	1	Election of two (2) directors
First Federal Bancshares, Inc.	FFBI	32021B103	5/23/06	4/3/06	Annual	1	Election of three (3) directors
						2	Ratify the appointment of Crowe Chizek and Company, LLC, as auditors for 2006
Rait Investment Trust	RAS	749227104	5/23/06	3//24/06	Annual	1	Election of eight (8) directors
						2	Approve the selection of Grant Thornton LLP as independent public accountants for 2006
Citizen's First Bancorp, Inc.	CTZN	17461R106	5/25/06	3/27/06	Annual	1	Election of two (2) directors
						2	Ratify BDO Seidman, LLP as independent register public accounting firm for 2006
E*Trade Financial Corporation	ET	269246104	5/25/06	4/3/06	Annual	1	Election of three (3) directors
						2	Ratify selection of Deloitte & Touche LLP as independent public accountant for 2006
North Valley Bancorp	NOVB	66304M105	5/25/06	4/13/06	Annual	1	Election of seven (7) directors
						2	Ratify appointment of Perry-Smith LLP as independent auditors for 2006
Old Line Bancshares,							Election of seven (7)

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Inc.	OLBK	67984M100	5/25/06	4/5/06	Annual	1	directors
						2	Amend charter to increase the authorized shares of common stock from 5 - 15 million.
						3	Amend charter to expressly grant board of directors power to change location of the principal office w/o approval of stockholders.
						4	Ratify the appointment of Rowles & Company LLP, as the independent public accountants for 2006
White Mountain Insurance Group, Ltd.	WTM	G9618E107	5/25/06	3/27/06	Annual	1	Election of twenty-six (26) directors
						2	Appointment of independent registered accounting firm
Pacific Premier Bancorp, Inc.	PPBI	69478X105	5/31/06	3/31/06	Annual	1	Election of two (2) directors
						2	Ratify appointment of Vavrinek, Trine, Day & Co., LLP as independent auditors for 2006
Technology Investment Capital Corp.	TICC	878717305	6/6/06	4/27/06	Annual	1	Election of twenty-six (26) directors
						2	Ratify the appointment of PWC LLP, as the independent public accountants for 2006
Bank of Oak Ridge	BKOR	064180102	6/8/06	4/21/06	Annual	1	Election of three (3) directors
							Ratify appointment of Larrowe & Company, PLC as independent



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							2	auditors for 2006
								Approval of proposed future reorganization of
							3	the bank
								Approval of the holding company
							4	omnibus plan
Mortgageit Holdings, Inc.	MHL	61915Q108	6/13/06	4/24/04	Annual		1	Election of four (4) directors
							2	Ratify appointment of BDO Seidman. LLP as independent auditors for 2006
People's Choice Financial Corporation	PCTB	71085T105	4/17/06	6/14/06	Annual		1	Election of four (4) directors
							2	Ratify the appointment of Grant Tornton LLP as independent auditor for 2006
Countrywide Financial Corporation	CFC	222372104	6/14/06	4/17/06	Annual		1	Election of four (4) directors
							2	Approve 2006 equity incentive plan
								Ratify the
							3	appointment of KPMG LLP, as the independent public accountants for 2006
							4	Consider stockholder proposal urging board of directors to adopt policy that stockholders be given opportunity to annually approve report of our compensation committee.
Team Financial, Inc.	TFIN	87815X109	6/20/06	5/5/06	Annual		1	Election of three (3) directors
								Ratify appointment of

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							2	KPMG LLP as independent auditors for 2006
							3	Proposal regarding shareholder rights agreement
							4	Proposal to declassify board of directors
							5	Transaction of such other business as may properly come before the meeting
Broadway Financial Corporation	BYFC	111444105	6/21/06	4/21/06	Annual		1	Election of three (3) directors
							2	Ratify appointment of Crowe, Chizek and Company, LLP, as independent auditors for 2006
First Security Group, Ins.	FSGI	336312103	6/23/06	4/13/06	Annual		1	Election of seven (7) directors
							2	Ratify appointment of Joseph Decosimo and Company, PLLC as independent auditors for 2006
Alliance Bankshares Corporation	ABVA	018535104	6/28/06	5/5/06	Annual		1	Election of two (2) directors
							2	Ratify appointment of Yount, Hyde & Barbour, PC, as independent auditors for 2006
							3	Approve amendment to the articles of incorporation to increase the number of authorized shares from 10,000,000 to 15, 000,000
United Financial Bancorp, Inc.	UBNK	91030R103	7/20/06	5/22/06	Annual		1	Election of three (3) directors

Approval of the 2006  
stock-based incentive  
2 plan

Ratify appointment of  
Grant Thornton, LLP  
as independent  
registered public  
accounting firm for  
3 2006

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant First Financial Fund, Inc.

By (Signature and Title)\* /s/ Stephen C. Miller

Stephen C. Miller, President  
(Principal Executive Officer)

\*Print the name and title of each signing officer under his or her signature.