

FIRST FINANCIAL CORP /IN/

Form DEFA14A

April 03, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

FIRST FINANCIAL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

FIRST FINANCIAL CORPORATION

One First Financial Plaza
Terre Haute, IN 47807

DONALD E. SMITH
Chairman
(812) 238-6377

April 2, 2008

Dear Shareholder:

On or about March 26, 2008, we mailed to you a Notice of Annual Meeting of Shareholders of First Financial Corporation and a related Proxy Statement. This letter is being furnished to you as a supplement to the Proxy Statement and is intended to amend certain disclosures in the Proxy Statement as described below. This letter should be read together with the Proxy Statement.

The information for Messrs. Carty, White and Clary set forth in the table on page 16 of the Proxy Statement is deleted in its entirety and replaced with the following:

Name (a)	Plan Name (b)	Termination due to Retirement (\$) (c)	Termination by Corporation Without Cause, by Executive for Good Reason or Within 12 Months After Change in Control (Employment Agreement)(\$) (d)	Termination Within 12 Months After Change in Control (2005 Plan) (\$) (e)	Amounts Payable Under Internal Revenue Code Section 280G Gross Up Provisions (\$) (f)
Michael A. Carty	2005 LTIP		\$ 554,500		
Richard O. White	2005 LTIP		\$ 525,690		
Thomas S. Clary	2005 LTIP		\$ 367,352		

Your vote is very important. Even if you do not plan to attend the meeting in person, it is important that your shares be represented. You may use the proxy card enclosed with the Proxy Statement to vote your shares. If you have already voted your shares, you do not need to vote again.

Sincerely,

(s) Donald E. Smith
Chairman of the Board and President