

SECURITIES AND EXCHANGE COMMISSION

FORM N-PX

Annual report of proxy voting record of registered management investment companies filed on
Form N-PX

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FILER

FIRST FINANCIAL FUND INC

CIK: **790202** | IRS No.: **133341573** | State of Incorpor.: **MD** | Fiscal Year End: **0331**
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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, 2007 - June 30, 2008

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, 2007 TO JUNE 30, 2008

<TABLE>
<CAPTION>

Name of Issuer	Ticker Symbol	CUSIP	Shareholder		Meeting Type	Description of Matter to be Voted On	Matter Proposed	Vote	Vote	For or Against Mngmnt
			Meeting Date	Record Date			by Issuer or Holder	Cast (Yes or No)	(For or Against)	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Berkshire Hills Bancorp, Inc.	BHLB	84680107	8/28/07	7/13/07	Special 1	Adoption of agreement and plan of merger Adoption of proposal to adjourn meeting to a later date to permit further solicitation of proxies if there are not sufficient	Issuer	Yes	For	For

						2	votes at the time of the special meeting	Issuer	Yes	For	For
Carver Bancorp, Inc.	CARV	146875109	9/18/07	7/31/07	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
						2	Ratify appointment of KPMG LLP as accounting firm for YE 3/31/08	Issuer	Yes	For	For
Yardville National Bancorp	YANB	985021104	10/19/07	8/24/07	Special	1	Approve the agreement and plan of merger between Yardville and PNC	Issuer	Yes	For	For
						2	Approve adjournment of meeting to solicit additional proxies	Issuer	Yes	For	For
Beverly Hills Bancorp, Inc.	BHBC	087866109	10/25/07	8/27/07	Annual	1	Election of seven (7) directors	Issuer	Yes	For	For
Jefferson Bancshares, Inc	JFBI	472375104	10/25/07	8/31/07	Annual	1	Election of two (2) directors	Issuer	Yes	For	For
						2	Ratify appointment of Craine, Thompson & Jones PC as accounting firm for YE 6/30/08	Issuer	Yes	For	For
Georgetown Bancorp, Inc	GTWN	372590109	10/23/07	9/13/07		1	Election of seven (7) directors	Issuer	Yes	For	For
						2	Ratify appointment of Wolf & Company PC as accounting firm for YE 6/30/08	Issuer	Yes	For	For
Hampden Bancorp, Inc	HBNK	40867E107	11/1/07	9/17/07	Annual	1	Election of five (5) directors	Issuer	Yes	For	For
						2	Ratify appointment of Wolf & Company PC as accounting firm for YE 6/30/08	Issuer	Yes	For	For
Royal Financial, Inc.	RYFL	78027P109	10/31/07	9/19/07	Annual	1	Election of two (2) directors	Issuer	Yes	For	For
						2	Ratify appointment of Crowe, Chizek and Company LLC as accounting firm for YE 6/30/08	Issuer	Yes	For	For
HF Financial Corp	HFFC	404172108	11/14/07	9/28/07	Annual	1	Election of two (2) directors	Issuer	Yes	For	For
Security Capital Assurance LTD	SCA	G8018D107	11/6/07	10/1/07	Special	1	Approve the name change to Syncora Holdings, LTD	Issuer	Yes	For	For
Osage Bancshares, Inc	OSBK	68764U106	11/21/07	10/3/07	Annual	1	Election of two (2) directors	Issuer	Yes	For	For
							Approval of the Osage Bancshares 2007 stock compensation and incentive plan	Issuer	Yes	For	For
Oritani Financial Corp	ORIT	686323106	11/21/07	10/5/07	Annual	1	Election of two (2) directors	Issuer	Yes	For	For
						2	Ratify appointment of KPMG, LLP as accountants for YE 6/30/08	Issuer	Yes	For	For
Provident Financial Holdings, Inc	PROV	743868101	11/27/07	10/12/07	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
						2	Ratify appointment of Deloitte & Touche LLP as accountants for YE 6/30/08	Issuer	Yes	For	For
First Indiana Corporation	FINB	32054R108	12/19/07	10/17/07	Special	1	Approve agreement and plan of merger	Issuer	Yes	For	For
						2	Adjourn meeting to solicit additional proxies	Issuer	Abstain	Abstain	Abstain
Redwood Financial, Inc	REDW	757903109	12/12/07	10/18/07	Annual	1	Election of two (2) directors	Issuer	Yes	For	For
Home Federal Bancorp, Inc.	HOME	43709A101	12/17/07	11/9/07	Special	1	Conversion to stock holding company form	Issuer	Yes	For	For
						2	Adjournment of meeting, if necessary to solicit additional proxies	Issuer	Abstain	Abstain	Abstain
							Increase authorized shares				

						3a	of capital stock	Issuer	Abstain	Abstain	Abstain
						3b	Supermajority of stock holders to vote and approve mergers and consolidations	Issuer	Yes	Against	Against
						3c	Approval limiting ability of stockholders to remove directors	Issuer	Yes	Against	Against
						3d	Limit voting rights of shares beneficially owned in excess of 10%	Issuer	Yes	Against	Against
						3e	Require supermajority stockholder vote to amend provisions	Issuer	Yes	Against	Against
						3f	Provision in bylaws requiring supermajority stockholder vote to amend provisions of new bylaws	Issuer	Yes	Against	Against
American Bancorp of NJ	ABNJ	02407E104	2/26/08	1/7/08	Annual	1	Election of two (2) directors	Issuer	Yes	For	For
						2	Ratify appointment of Crowe, Chizek and Company LLC as auditors for YE 9/30/08	Issuer	Yes	For	For
Perpetual Federal Savings Bank	PFOH	714273109	1/16/08	11/20/07	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
						2	Ratify appointment of Crowe, Chizek and Company LLC as auditors for YE 9/30/08	Issuer	Yes	For	For
Hampden Bancorp, Inc	HBNK	40867E107	1/29/08	12/12/07	Special	1	Approval of 2008 Equity Incentive Plan	Issuer	Yes	For	For
Abington Bancorp, Inc	ABBC	00650L109	1/30/08	12/17/07	Special	1	Approve the 2007 stock option plan	Issuer	Yes	Against	Against
						2	Approve the 2007 recognition and retention plan and trust agreement	Issuer	Yes	For	For
Commerce Bancorp, Inc.	CBH	200519106	2/6/08	12/14/07	Special	1	Approve plan of merger	Issuer	Yes	For	For
						2	Adjournment of meeting, if necessary to solicit additional proxies	Issuer	Yes	Against	Against
Liberty Bancorp, Inc.	LBCP	53017Q102	2/6/08	12/21/07	Annual	1	Election of one (1) directors	Issuer	Yes	For	For
Bank United Financial Corporation	BKUNA	06652B103	2/8/08	12/3/07	Annual	1	Election of four (4) directors	Issuer	Yes	For	For
Charter Financial Corporation	CHFN	16122M100	2/20/08	1/15/08	Annual	1	Election of four (4) directors	Issuer	Yes	For	For
Canadian Western Bank	CWB	13677F101	3/6/08	1/17/08	Annual	1	Appointment of KPMG, LLP as auditors of the bank	Issuer	Yes	For	For
						2	Election of Directors set out in management Proxy Amendment to the share	Issuer	Yes	For	For
						3	incentive plan	Issuer	Yes	Against	Against
Deerfield Triarc Capital Corporation	DTCC	244331104	3/11/08	2/4/08	Special	1	Approve conversion of shares of series a preferred stock that were issued into shares of common stock	Issuer	Yes	For	For
						2	Increase shares reserved for issuance	Issuer	Yes	For	For
Cardinal State Bank	CSNC	141546101	3/19/08	2/11/08	Special	1	Approve plan of merger with Yadkin Valley Bank	Issuer	Yes	For	For
						2	Approve adjournment to solicit additional proxies, if necessary	Issuer	Yes	Against	Against
UMB Financial Corporation	UMBF	902788108	4/22/08	3/4/08	Annual	1	Election of Five (5) directors	Issuer	Yes	For	For
							Ratify audit committee's retention of Deloitte to serve as the company's				

						2	independent auditors Amend the long term	Issuer	Yes	For	For
						3	incentive compensation plan Amend the incentive	Issuer	Yes	For	For
						4	compensation plan. Eliminate classification of terms to require that all directors stand for	Issuer	Yes	For	For
						5	election annually	Holder	Yes	For	Against
Eastern Virginia Bankshares, Inc.	EVBS	277196101	4/17/08	3/6/08	Annual	1	Election of ten (10) directors	Issuer	Yes	For	For
Old Point Financial Corporation	OPOF	680194107	4/22/08	2/13/08	Annual	1	Election of sixteen (16) directors	Issuer	Yes	For	For
People's United Financial, Inc.	PBCT	712704105	4/17/08	2/20/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
						2	Adoption of the long-term incentive program	Issuer	Yes	For	For
						3	Amendment of the recognition and incentive plan.	Issuer	Yes	For	For
						4	Amendment of the stock option plan	Issuer	Yes	For	For
						5	Ratify KPMG as independent auditors	Issuer	Yes	For	For
Capstead Mortgage Corp	CMO	14067E506	5/1/08	2/20/08	Annual	1	Election of seven (7) directors	Issuer	Yes	For	For
						2	Authorize increase of common shares	Issuer	Yes	For	For
						3	Ratify Ernst & Young as independent auditors	Issuer	Yes	For	For
River Valley Bancorp	RIVR	768475105	4/16/08	2/22/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
Centrue Financial Corporation	TRUE	15643B106	4/23/08	2/25/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
Bank of Florida Corporation	BOFL	062128103	4/24/08	2/25/08	Annual	1	Election of thirteen (13) directors	Issuer	Yes	For	For
						2	Ratify Grant Hacker, Johnson & Smith PA as independent auditors	Issuer	Yes	For	For
						3	Permit adjournment to solicit additional proxies	Issuer	Abstain	Abstain	Abstain
Southcoast Financial Corporation	SOCB	84129R100	4/10/08	2/28/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
Signature Bank	SBNY	82669G104	4/17/08	2/29/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
						2	Approve amended long-term incentive plan	Issuer	Yes	For	For
OritanI Financial Corp.	ORIT	686323106	4/22/08	2/29/08	Special	1	Approve the equity incentive Plan	Issuer	Yes	For	For
TIB Financial Corporation	TIBB	872449103	4/29/08	2/29/08	Annual	1	Election of four (4) directors	Issuer	Yes	For	For
ECB Bancorp, Inc.	ECBE	268253101	4/15/08	3/3/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
						2	Approve equity plan	Issuer	Yes	For	For
						3	Ratify appointment of Dixon Hughes, PLLC as accountants for 2008	Issuer	Yes	For	For
Amerserv Financial, Inc.	ASRV	03074A102	4/22/08	3/3/08	Annual	1	Election of six (6) directors	Issuer	Yes	For	For
Leesport Financial Corp,		524477106	4/22/08	3/3/08	Annual	1	Election of four (4) directors	Issuer	Yes	For	For
						2	Ratify independent auditors	Issuer	Yes	For	For
Republic First Bancorp, Inc.	FRBK	760416107	4/22/08	3/3/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
Capital Financial Corporation	CFNL	14149F109	4/18/08	3/3/08	Annual	1	Election of four (4) directors	Issuer	Yes	For	For
							Ratify KPMG. LLP as				

							2	independent auditors	Issuer	Yes	For	For
Cambridge Bancorp	CATC	132152109	4/28/08	3/3/08	Annual	1		Election of four (4) directors	Issuer	Yes	For	For
SCBT Financial Corporation	SCBT	78401V102	4/22/08	3/4/08	Annual	1		Election of five (5) directors	Issuer	Yes	For	For
						2		Ratify appointment of Dixon Hughes, PLLC as accountants for 2008	Issuer	Yes	For	For
Firstfed Financial Corp.	FED	337907109	4/20/08	3/5/08	Annual	1		Election of three (3) directors	Issuer	Yes	For	For
						2		Ratify Grant Thornton, LLP as independent auditors	Issuer	Yes	For	For
Ram Holdings Ltd.	RAMR	G7368R104	5/2/08	3/6/08	Annual	1		Election of eleven (11) directors	Issuer	Yes	For	For
						2		Ratify PWC, LLP as independent auditors	Issuer	Yes	For	For
						3		Amendment to memo of Association	Issuer	Yes	For	For
						4		Amendment to bye-laws	Issuer	Yes	For	For
						5		Authorization of election of directors	Issuer	Yes	For	For
CFS Bancorp, Inc	CITZ	12525D102	4/29/08	3/7/08	Annual	1		Election of three (3) directors	Issuer	Yes	For	For
						2		Proposal to adopt the CFS Bancorp, Inc. equity incentive plan	Issuer	Yes	For	For
						3		Proposal to ratify the appointment	Issuer	Yes	For	For
LSB Corporation	LSBX	50215P100	5/6/08	3/7/08	Annual	1		Election of four (4) directors	Issuer	Yes	For	For
						2		Ratify appointment of Wolf & Company PC as accountants for 2008	Issuer	Yes	For	For
Rome Bancorp	ROME	77587P103	5/7/08	3/7/08	Annual	1		Election of three (3) directors	Issuer	Yes	For	For
						2		Ratify appointment of Crowe, Chizek and Company LLC as accounting firm for YE 12/31/08	Issuer	Yes	For	For
Northrim Bancorp, Inc.	NRIM	666762109	5/1/08	3/10/08	Annual	1		Election of ten (10) directors	Issuer	Yes	For	For
BCB Bancorp, Inc.	BCBP	055298103	4/24/08	3/10/08	Annual	1		Election of four (4) directors	Issuer	Yes	For	For
						2		Ratify appointment of Beard Miller Company as accountants for 2008	Issuer	Yes	For	For
Legacy Bancorp, Inc	LEGC	52463G105	5/8/08	3/11/08	Annual	1		Election of three (3) directors	Issuer	Yes	For	For
						2		Ratify appointment of Wolf & Company PC as accountants for 2008	Issuer	Yes	For	For
Rockville Financial, Inc.	RCKB	774186100	4/29/08	3/13/08	Annual	1		Election of three (3) directors	Issuer	Yes	For	For
						2		Ratify appointment of Deloitte LLP as auditors for 2008	Issuer	Yes	For	For
Sterling Banks Inc.	STBK	85915B100	4/22/08	3/14/08	Annual	1		Election of fourteen (14) directors	Issuer	Yes	For	For
						2		Approve employee stock option plan	Issuer	Yes	For	For
						3		Approval of director stock option plan	Issuer	Abstain	Abstain	Abstain
Oak Ridge Financial Services, Inc.	BKOR	671768109	5/8/08	3/14/08	Annual	1		Election of four (4) directors	Issuer	Yes	For	For
						2		Ratify Elliot Davis, PLLC as auditor	Issuer	Yes	For	For
Metrocorp Bancshares, Inc.	MCBI	591650106	5/9/08	3/14/08	Annual	1		Election of five (5) directors	Issuer	Yes	For	For
								Ratify appointment of PWC. LLP as accounting firm for				

						2	YE 12/31/08		Issuer	Yes	For	For
Redwood Financial, Inc.	REDW	757903109	5/14/08	3/14/08	Annual	1	Election of two (2) directors		Issuer	Yes	For	For
Beacon Federal Bancorp		073582108	5/22/08	3/14/08	Annual	1	Election of two (2) directors		Issuer	Yes	For	For
						2	Ratify appointment of Crowe, Chizek and Company LLC as accounting firm for YE 12/31/08		Issuer	Yes	For	For
PHH Corporation	PHH	693320202	6/11/08	3/14/08	Annual	1	Election of two (2) directors		Issuer	Yes	For	For
						2	Approve issuance of shares		Issuer	Yes	For	For
						3	Ratify appointment of Deloitte & Touche LLP as accountants for 2008		Issuer	Yes	For	For
Wainwright Bank and Trust Company	WAIN	930705108	5/14/08	3/17/08	Annual	1	Election of twelve (12) directors		Issuer	Yes	For	For
						2	Election of Clerk of the Bank		Issuer	Yes	For	For
						3	Ratify appointment of Vitale, Caturano & Co., LTD as accounting firm for 2008		Issuer	Yes	For	For
Bridge Capital Holdings	BBNK	108030107	5/15/08	3/17/08	Annual	1	Election of eleven (11) directors		Issuer	Yes	For	For
						2	Ratify appointment of Vavrinek, Trine, Day & Co., LLP as accounting firm for 2008		Issuer	Yes	For	For
Bancorp, Inc.	TBBK	05969A105	5/22/08	3/17/08	Annual	1	Election of eleven (11) directors		Issuer	Yes	For	For
						2	Ratify appointment of Grant Thornton, LLP as accounting firm for 2008		Issuer	Yes	For	For
Third Century Bancorp	TDCB	884120106	5/21/08	3/18/08	Annual	1	Election of two (2) directors		Issuer	Yes	For	For
						2	Ratify appointment of BKD, LLP as accounting firm for 2008		Issuer	Yes	For	For
Berkshire Hills Bancorp, Inc	BHLB	084680107	5/15/08	3/20/08	Annual	1	Election of five (5) directors		Issuer	Yes	For	For
						2	Approval of 2003 equity compensation plan		Issuer	Yes	For	For
						3	Ratify appointment of BKD, LLP as accounting firm for 2008		Issuer	Yes	For	For
Pennsylvania Commerce Bancorp, Inc.	COBH	708677109	5/16/08	3/20/08	Annual	1	Election of nine (9) directors		Issuer	Yes	For	For
						2	Amendment to the 2001 directors stock option plan		Issuer	Yes	For	For
						3	Amendment to the 2006 employee stock option plan		Issuer	Yes	For	For
						4	Take action on other businesses		Issuer	Abstain	Abstain	Abstain
Tidelands Bancshares, Inc.	TDBK	886374107	5/19/08	3/20/08	Annual	1	Election of six (6) directors		Issuer	Yes	For	For
						2	Phase-out the classified Board of directors structure		Issuer	Yes	For	For
Bank Atlantic Bancorp, Inc.	BBY	065908501	5/20/08	3/20/08	Annual	1	Election of three (3) directors		Issuer	Yes	For	For
						2	Approval of amendment to articles of incorporation		Issuer	Yes	For	For
Citizens First Bancorp, Inc.	CTZN	17461R106	5/22/08	3/20/08	Annual	1	Election of three (3) directors		Issuer	Yes	For	For
						2	Ratify appointment of BDO Seidman, LLP as accounting firm for 2008		Issuer	Yes	For	For
						3	Approve amended employee stock purchase plan		Issuer	Yes	For	For
Parkway Bank	PKWY	70153M109	5/27/08	3/20/08	Annual	1	Election of four (4) directors		Issuer	Yes	For	For
							Approve stock repurchase					

						2	plan	Issuer	Yes	For	For
							Ratify appointment of Dixon Hughes PLLC as accounting firm for 2008	Issuer	Yes	For	For
Arch Capital Group Ltd.	ACGL	G0450A105	5/9/08	3/24/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
						2	Ratify appointment of PWC , LLP as accounting firm for 2008	Issuer	Yes	For	For
Central Virginia Bankshares, Inc.	CVBK	155792104	5/13/08	3/24/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
						2	Ratify appointment of Yount, Hyde & Barbour, PC as accounting firm for 2008	Issuer	Yes	For	For
Southern First Bancshares, Inc.	SFST	842873101	5/13/08	3/24/08	Annual	1	Election of four (4) directors	Issuer	Yes	For	For
Newport Bancorp, Inc.	NFSB	651754103	5/15/08	3/24/08	Annual	1	Election of five (5) directors	Issuer	Yes	For	For
						2	Ratify appointment of Yount, Hyde & Barbour, PC as accounting firm for 2008	Issuer	Yes	For	For
Dearborn Bancorp, Inc.	DEAR	24242R108	5/20/08	3/24/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
The Connecticut Bank & Trust Company	CTBC	207546102	5/20/08	3/25/08	Annual	1	Election of four (4) directors	Issuer	Yes	For	For
Abington Bancorp, Inc.	ABBC	00350L109	5/13/08	3/28/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
						2	Ratify appointment of Beard Miller Company LLP as accounting firm for 2008	Issuer	Yes	For	For
Bank of Virginia	BOVA	06544P104	5/15/08	3/28/08	Annual	1	Election of two (2) directors	Issuer	Yes	For	For
						2	Ratify appointment of Yount, Hyde & Barbour, PC as accounting firm for 2008	Issuer	Yes	For	For
Sun Bancorp, Inc.	SNBC	86663B102	5/15/08	3/28/08	Annual	1	Election of fifteen (15) directors	Issuer	Yes	For	For
						2	Ratify appointment of Deloitte & Touche LLP, PC as accounting firm for 2008	Issuer	Yes	For	For
Heritage Oaks Bancorp	HEOP	42724R107	5/22/08	3/28/08	Annual	1	Election of eleven (11) directors	Issuer	Yes	For	For
						2	Ratify appointment of Vavrinek, Trine, Day & Co. as accounting firm for 2008	Issuer	Yes	For	For
Coastal Banking Company	CBCO	19041N100	5/16/08	3/31/08	Annual	1	Election of four (4) directors	Issuer	Yes	For	For
Bank of Commerce Holdings	BOCH	06424J103	5/20/08	3/31/08	Annual	1	Election of eleven (11) directors	Issuer	Yes	For	For
						2	Ratify appointment of Moss Adams LLP as accounting firm for 2007	Issuer	Yes	For	For
FNB Bancorp	FNBG	302515101	5/21/08	3/31/08	Annual	1	Election of eight (8) directors	Issuer	Yes	For	For
						2	Approve stock option plan	Issuer	Yes	For	For
						3	Ratify appointment of Moss Adams LLP as auditors for 2007	Issuer	Yes	For	For
First Regional Bancorp	FRGB	33615C101	5/22/08	3/31/08	Annual	1	Election of four (4) directors	Issuer	Yes	For	For
						2	Other business	Issuer	Abstain	Abstain	Abstain
First California Financial Group, Inc.	FCAL	319395109	5/28/08	3/31/08	Annual	1	Election of ten (10) directors	Issuer	Yes	For	For
Pacific Premier Bancorp	PPBI	69478X105	5/28/08	3/31/08	Annual	1	Election of two (2) directors	Issuer	Yes	For	For
							Ratify appointment of Vavrinek, Trine, Day & Co.				

						2	as auditors for 2008	Issuer	Yes	For	For
International Bancshares Corporation	IBOC	459044103	5/19/08	4/1/08	Annual	1	Election of ten (10) directors	Issuer	Yes	For	For
						2	Ratify appointment of McGladrey & Pullen LLP as auditors for 2008	Issuer	Yes	For	For
						3	Approve amendment to the employee stock option plan	Issuer	Yes	For	For
First Capital Bancorp, Inc.	FCVA	319438107	5/21/08	4/1/08	Annual	1	Election of four (4) directors	Issuer	Yes	For	For
						2	Ratify appointment of Cherry, Bekaert & Holland LLP	Issuer	Yes	For	For
Appalachian Bancshares, Inc.	APAB	037675105	5/20/08	4/2/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
Central Federal Corporation	CFBK	15346Q103	5/15/08	4/4/08	Annual	1	Election of two (2) directors	Issuer	Yes	For	For
						2	Ratify appointment of Crowe, Chizek and Company LLC as accounting firm for YE 12/31/08	Issuer	Yes	For	For
Valley Commerce Bancorp	VCBP	919518100	5/20/08	4/4/08	Annual	1	Election of nine (9) directors	Issuer	Yes	For	For
						2	Ratify appointment of Perry-Smith LLC as accounting firm for YE 12/31/08	Issuer	Yes	For	For
Beneficial Mutual Bancorp, Inc.	BNCL	08173R104	5/22/08	4/4/08	Annual	1	Election of thirteen (13) directors	Issuer	Yes	For	For
						2	Approval of equity incentive plan	Issuer	Yes	For	For
						3	Ratify appointment of Deloitte & Touche LLP, PC as accounting firm for 2008	Issuer	Yes	For	For
Goldleaf Financial Solutions, Inc	GFSID	38144H208	5/21/08	4/7/08	Annual	1	Election of two (2) directors	Issuer	Yes	For	For
						2	Other matters	Issuer	Abstain	Abstain	Abstain
Old Line Bankshares Inc	OLBK	6798M100	5/29/08	4/7/08	Annual	1	Election of five (5) directors	Issuer	Yes	For	For
						2	Ratify appointment of Rowles & Co. LLP, PC as accounting firm for 2008	Issuer	Yes	For	For
Gateway Financial Holdings, Inc.	GBTS	368140109	5/19/08	4/8/08	Annual	1	Election of five (5) directors	Issuer	Yes	For	For
Southern Connecticut Bancorp, Inc.	SCNO	84262A102	5/20/08	4/8/08	Annual	1	Election of two (2) directors	Issuer	Yes	For	For
Northfield Bancorp Inc.	NFBK	66611L105	5/28/08	4/10/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
						2	Ratify appointment of KPMG. LLP, PC as accounting firm for 2008	Issuer	Yes	For	For
Beverly National Corporation	BNV	088115100	5/29/08	4/10/08	Annual	1	Fix the number of directors at twelve (12)	Issuer	Yes	For	For
						2	Election of four (4) directors	Issuer	Yes	For	For
						3	Ratify appointment of Shatswell, MacLeod & Company, PC, PC as auditors for 2008	Issuer	Yes	For	For
United Financial Bancorp, Inc.	UBNK	91030T109	6/10/08	4/21/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
						2	Approve the equity incentive plan	Issuer	Yes	For	For
Capital Corp of the West	CCOW	140065202	6/19/08	4/21/08	Annual	1	Election of four (4) directors	Issuer	Yes	For	For
						2	Approve amended and restated Stock plan	Issuer	Yes	Against	Against
							Ratify appointment of Perry-Smith LLP, PC as				

						3	accounting firm for 2008	Issuer	Yes	For	For
Mackinac Financial Corp	MFNC	554571109	5/28/08	4/22/08	Annual	1	Election of four (4) directors	Issuer	Yes	For	For
Thornburg Mortgage, Inc.	TMA	885218701	6/12/08	4/25/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
						2	Amend company charter to increase the number of shares	Issuer	Yes	For	For
						3	Amend company charter to modify terms of each series preferred stock	Issuer	Yes	For	For
TICC Capital Corporation	TICC	87244T109	6/16/08	4/25/08	Annual	1	Election of two (2) directors	Issuer	Yes	For	For
						2	Ratify appointment of PWC. LLP as accounting firm for YE 12/31/08	Issuer	Yes	For	For
						3	Sell shares below price, then at NAV in offer	Issuer	Yes	Against	Against
						4	Issue securities to subscribe to, convert to or purchase shares in offering/s	Issuer	Yes	For	For
Broadway Financial Corporation	BYFC	111444105	6/25/08	4/28/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
						2	Ratify appointment of Crowe, Chizek and Company LLC as auditor for YE 12/31/08	Issuer	Yes	For	For
						3	Approve long term incentive plan	Issuer	Yes	For	For
First Advantage Bancorp	FABK	31848L104	6/11/08	4/30/08	Annual	1	Election of nine (9) directors	Issuer	Yes	For	For
						2	Approve the equity incentive plan	Issuer	Yes	For	For
						3	Ratify appointment of BKD LLP, PC as accounting firm for 2008	Issuer	Yes	For	For
Maiden Holdings, Ltd	MHLD	560292104	6/19/08	5/5/08	Annual	1	Election of eight (8) directors	Issuer	Yes	For	For
						2	Removal of PWC as Accounting firm of the company	Issuer	Yes	For	For
						3	Ratify appointment of BDO Seidman LLP, PC as accounting firm for 2008	Issuer	Yes	For	For
						5	Removal of PWC as auditor of the company	Issuer	Yes	For	For
						6	Authorize appointment of Arthur Morris & Co as auditor for YE 12/31/08	Issuer	Yes	For	For
Bank Financial Corporation	BFIN	06643P104	6/24/08	5/5/08	Annual	1	Election of two (2) directors	Issuer	Yes	For	For
						2	Ratify appointment of Crowe, Chizek and Company LLC as accounting firm for YE 12/31/08	Issuer	Yes	For	For
Alliance Bankshares Corporation	ABVA	018535104	6/19/08	5/12/08	Annual	1	Election of four (4) directors	Issuer	Yes	For	For
						2	Ratify appointment of Yount, Hyde & Barbour, PC as accounting firm for YE 12/31/08	Issuer	Yes	For	For
Muni Funding Company of America, LLC		62618W103	6/19/08	5/12/08	Annual	1	Election of eight (8) directors	Issuer	Yes	For	For
						2	Prepare plan of liquidation for shareholder approval	Holder	Yes	Against	For
Fidelity Federal Bancorp	FDLB	315921205	6/23/08	5/22/08	Annual	1	Election of eight (8) directors	Issuer	Yes	For	For
						2	Ratify appointment of BKD, LLP as accounting firm and auditors for YE 12/31/08	Issuer	Yes	For	For
Highland Financial							Election of five (5)				

Partners, LP	HFP	43009L203	7/15/08	6/2/08	Annual	1	directors	Issuer	Yes	For	For
							Amendment to restated limited partnership agreement	Issuer	Yes	For	For
						2	Adopt and amend partnership's 2006 LP unit incentive plan	Issuer	Yes	For	For
MF Global LTD	MF	G60642108	7/28/08	6/16/08	Annual	1	Election of seven (7) directors	Issuer	Yes	For	For
							Ratify appointment of PWC, LLP as auditors for YE 12/31/08 and authorize the board of directors to determine the fee	Issuer	Yes	For	For
New England Bancshares, Inc.	NEBS	643863202	8/14/08	6/23/08	Annual	1	Election of seven (7) directors	Issuer	Yes	For	For
							Ratify appointment of Shatswell, MacLeod & Co. PC as auditors for YE 3/31/09	Issuer	Yes	For	For
Meridian Interstate Bancorp, Inc.	EBSB	58964Q104	8/19/08	6/30/08	Annual	1	Election of four (4) directors	Issuer	Yes	For	For
							Approval of equity incentive plan	Issuer	Yes	For	For
							Ratify appointment of Wolf & Company PC as accounting firm and auditors for YE 12/31/08	Issuer	Yes	For	For
Cape Bancorp, Inc.	CBNJ	139209100	8/25/08	7/8/08	Annual	1	Election of four (4) directors	Issuer	Yes	For	For
							Approval of equity incentive plan	Issuer	Yes	For	For
						2	Ratify appointment of Crowe, Chizek & Co, LLC as accounting firm and auditors for YE 12/31/08	Issuer	Yes	For	For

</TABLE>

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.