

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

Filing Date: **2005-05-02** | Period of Report: **2004-12-31**
SEC Accession No. **0000950137-05-005236**

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FILER

FIRST FINANCIAL CORP /IN/

CIK: **714562** | IRS No.: **351546989** | State of Incorporation: **IN** | Fiscal Year End: **1231**
Type: **10-K/A** | Act: **34** | File No.: **000-16759** | Film No.: **05789827**
SIC: **6022** State commercial banks

Mailing Address

ONE FIRST FINANCIAL PLAZA
TERRE HAUTE IN 47807

Business Address

ONE FIRST FINANCIAL PLAZA
TERRE HAUTE IN 47807
(812) 238-6000

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
AMENDMENT NO. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended
December 31, 2004

Commission file number
0-16759

FIRST FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

INDIANA
(State of Incorporation)

35-1546989
(I.R.S. Employer Identification No.)

One First Financial Plaza
Terre Haute, IN
(Address of principal executive offices)

47807
(Zip Code)

Registrant's telephone number: (812) 238-6000

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

TITLE OF EACH CLASS -----	NAME OF EACH EXCHANGE ON WHICH REGISTERED -----
Common Stock, no par value	Nasdaq

Indicated by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to item 405 of regulation S-K is not contained herein, and will not be contained, to the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to the form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act) Yes No

As of June 30, 2004 the aggregate market value of the voting stock held by nonaffiliated of the registrant based on the average bid and ask prices of such

stock was \$393,720,021. (For purposes of this calculation, the Corporation excluded the stock owned by certain beneficial owners and management and the Corporation's ESOP.)

Shares of Common Stock outstanding as of March 9, 2005--13,505,938 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the 2004 Annual Report to Shareholders are incorporated by reference into Parts I and II. Portions of the Definitive Proxy Statement for the First Financial Corporation Annual Meeting of Shareholders held on April 20, 2005 are incorporated by reference into Part III.

EXPLANATORY NOTE

In reliance upon the Order of the Securities and Exchange Commission issued under Section 36 of the Securities Exchange Act of 1934 (Release No. 50754, November 30, 2004), First Financial Corporation (the "Corporation") omitted from Item 9A of its Annual Report on Form 10-K for the fiscal year ended December 31, 2004 originally filed on March 16, 2005 (the "Original Report") both Management's annual report on internal control over financial reporting, as required by Item 308(a) of Regulation S-K, as well as the related Attestation report of the registered public accounting firm, as required by Item 308(b) of Regulation S-K.

This Amendment No. 1 to Annual Report on Form 10-K (the "Amendment") is specifically intended to make only the following changes to the Corporation's 10-K for the year ended December 31, 2004: (1) to modify Part II Item 9A to include the information required by Items 308(a) and 308(b) of Regulation S-K; (2) to update the requisite Section 302 and Section 906 certifications and the signature page to reflect the filing of this Amendment; and (3) to modify the list of exhibits to reflect the updated certifications and to incorporate by reference any other exhibits filed with the Original Filing. All other information presented in the Original Filing is unaffected by this Amendment, and has thus not been reiterated herein. All information in this Amendment is as of the date of the Original Filing and does not reflect any subsequent information or events occurring after the date of the Original Filing.

ITEM 9A. CONTROLS AND PROCEDURES (AMENDED).

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

As of the end of the period covered by this report, we carried out an evaluation (the "Evaluation"), under the supervision and with the participation of our President and Chief Executive Officer ("CEO"), who serves as our principal executive officer, and Chief Financial Officer ("CFO"), who serves as our principal financial officer, of the effectiveness of our disclosure controls and procedures ("Disclosure Controls"). Based on the Evaluation, our CEO and CFO concluded that our Disclosure Controls are effective in alerting them in a

timely way to material information required to be included in our periodic SEC reports.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of First Financial Corporation (the "Corporation") has prepared and is responsible for the preparation and accuracy of the consolidated financial statements and related financial information included in the Annual Report. The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and include amounts based on judgments and estimates by management.

The management of the Corporation is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. The Corporation's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Corporation's internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Corporation; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Corporation are being made only in accordance with authorizations of management and directors of the Corporation; and (iii) provide reasonable assurance regarding prevention or

2

timely detection of unauthorized acquisition, use or disposition of the Corporation's assets that could have a material effect on the financial statements.

The system of internal control over financial reporting as it relates to the consolidated financial statements is evaluated for effectiveness by management and tested for reliability through a program of internal audits. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the Corporation's system of internal control over financial reporting as of December 31, 2004, in relation to criteria for effective internal control over financial reporting as described in "Internal Control - Integrated Framework," issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management concluded that, as

of December 31, 2004, its system of internal control over financial reporting is effective and meets the criteria of the "Internal Control - Integrated Framework".

Crowe Chizek and Company LLC, independent registered public accounting firm, has issued an attestation report dated April 15, 2005 on management's assessment of the Corporation's internal control over financial reporting.

CHANGES IN INTERNAL CONTROLS

There was no change in the Corporation's internal control over financial reporting that occurred during the Corporation's fourth fiscal quarter of 2004 that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Shareholders and Board of Directors
First Financial Corporation
Terre Haute, Indiana

We have audited management's assessment, included in the accompanying Management's Report on Internal Control Over Financial Reporting, that First Financial Corporation maintained effective internal control over financial reporting as of December 31, 2004, based on criteria established in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). First Financial Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We

3

believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting

and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assessment that First Financial Corporation maintained effective internal control over financial reporting as of December 31, 2004, is fairly stated, in all material respects, based on criteria established in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Also in our opinion, First Financial Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2004, based on criteria established in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of First Financial Corporation as of December 31, 2004 and 2003, and the related consolidated statements of income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2004 and our report dated March 8, 2005 expressed an unqualified opinion on those consolidated financial statements.

Crowe Chizek and Company LLC

Indianapolis, Indiana
April 15, 2005

4

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) (1) The following consolidated financial statements of the Registrant and

its subsidiaries are included in the 2004 Annual Report to Shareholders of First Financial Corporation attached:

Consolidated Balance Sheets--December 31, 2004 and 2003

Consolidated Statements of Income--Years ended December 31, 2004, 2003, and 2002

Consolidated Statements of Changes in Shareholders' Equity--Years ended December 31, 2004, 2003, and 2002

Consolidated Statements of Cash Flows--Years ended December 31, 2004, 2003, and 2002

Notes to Consolidated Financial Statements

(2) Schedules to the Consolidated Financial Statements required by Article 9 of Regulation S-X are not required, inapplicable, or the required information has been disclosed elsewhere.

(3) Listing of Exhibits:

<TABLE>

<CAPTION>

Exhibit Number

Description

<S>

<C>

3.1	Amended and Restated Articles of Incorporation of First Financial Corporation, incorporated by reference to Exhibit 3(i) of the Corporation's Form 10-Q filed for the quarter ended September 30, 2002
3.2	Code of By-Laws of First Financial Corporation, incorporated by reference to Exhibit 3(U) of the Corporation's Form 10-Q filed for the quarter ended September 30, 2002
10.1	Employment Agreement for Norman L. Lowery, dated January 1, 2004, incorporated by reference to Exhibit 10.2 to the Corporation's Form 10-Q filed for the quarter ended March 31, 2004
10.2	2001 Long-Term Incentive Plan of First Financial Corporation, incorporated by reference to Exhibit 10.3 of the Corporation's Form 10--Q filed for the quarter ended September 30, 2002
10.3	2005 Schedule of Director Compensation
10.4	2005 Schedule of Named Executive Officer Compensation
13	Annual Report
21	Subsidiaries

- 31.1 Certification pursuant to Rule 13a-14(a) for Annual Report of Form 10-K by Principal Executive Officer
- 31.2 Certification pursuant to Rule 13a-14(a) for Annual Report of Form 10-K by Principal Financial Officer
- 32.1 Certification pursuant to 18 U.S.C. Section 1350 of Principal Executive Officer
- 32.2 Certification pursuant to 18 U.S.C. Section 1350 of Principal Financial Officer

</TABLE>

- (b) Exhibits-Exhibits to (a) (3) listed above are attached to this report.
- (c) Financial Statements Schedules-No schedules are required to be submitted. See response to ITEM 15(a) (2).

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

First Financial Corporation

Dated: April 26, 2005

Michael A. Carty, signed

 Michael A. Carty, Secretary, Treasurer & CFO
 (Principal Financial Officer and Principal
 Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<TABLE>

<CAPTION>

NAME	DATE
<S> Donald E. Smith, signed	<C> April 26, 2005

Donald E. Smith, President and Director	
Michael A. Carty, signed	April 26, 2005

Michael A. Carty, Secretary, Treasurer & CFO
(Principal Financial Officer and Principal
Accounting Officer)

W. Curtis Brighton, signed ----- W. Curtis Brighton, Director	April 26, 2005
B. Guille Cox, Jr., signed ----- B. Guille Cox, Jr., Director	April 26, 2005
Thomas T. Dinkel, signed ----- Thomas T. Dinkel, Director	April 26, 2005
Anton H. George, signed ----- Anton H. George, Director	April 26, 2005
Gregory L. Gibson, signed ----- Gregory L. Gibson, Director	April 26, 2005
Norman L. Lowery, signed ----- Norman L. Lowery, Vice Chairman, CEO & Director (Principal Executive Officer)	April 26, 2005
William A. Niemeyer, signed ----- William A. Niemeyer, Director	April 26, 2005
Patrick O'Leary, signed ----- Patrick O'Leary, Director	April 26, 2005
Chapman J. Root II, Director	April 26, 2005
Virginia L. Smith, signed ----- Virginia L. Smith, Director	April 26, 2005

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EXHIBIT 31.2 - CERTIFICATION PURSUANT TO RULE 13a-14(a) FOR ANNUAL REPORT OF FORM 10-K BY PRINCIPAL FINANCIAL OFFICER

I, Michael A. Carty, certify that:

- 1) I have reviewed this annual report on Form 10-K, as amended by Amendment No. 1 thereto, of First Financial Corporation;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d--15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d--15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal

control over financial reporting; and

5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions)

- (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: April 26, 2005

Michael A. Carty, Signed

Michael A. Carty

Secretary, Treasurer and CFO

EXHIBIT 31.1 -- CERTIFICATION PURSUANT TO RULE 13a-14(a) FOR ANNUAL REPORT OF FORM 10-K BY PRINCIPAL EXECUTIVE OFFICER

I, Norman L. Lowery, certify that:

- 1) I have reviewed this annual report on Form 10-K, as amended by Amendment No. 1 thereto, of First Financial Corporation;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d--15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d--15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal

control over financial reporting; and

5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions)

- (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: April 26, 2005

Norman L. Lowery, Signed

Norman L. Lowery
Vice Chairman and CEO

EXHIBIT 32.1 - CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of First Financial Corporation (the "Corporation") on Form 10-K for the year ended December 31, 2004, as amended by Amendment No. 1 thereto, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Norman L. Lowery, Vice Chairman and CEO of the Corporation, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

This certification is furnished solely pursuant to 18 U.S.C. section 1350 and is not being filed for any other purpose.

Date: April 26, 2005

Norman L. Lowery, Signed

Norman L. Lowery

EXHIBIT 32.2 - CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of First Financial Corporation (the "Corporation") on Form 10-K for the year ended December 31, 2004, as amended by Amendment No. 1 thereto, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael A. Carty, Secretary, Treasurer and CFO of the Corporation, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes'-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

This certification is furnished solely pursuant to 18 U.S.C. section 1350 and is not being filed for any other purpose.

Date: April 26, 2005

Michael A. Carty, Signed

Michael A. Carty