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FINANCIAL FEDERAL CORP
Form DEFR14A
November 15, 2006

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

SCHEDULE 14A
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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

Filed by the Registrant [X]
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))
- [X] Definitive Proxy Statement
- [] Definitive Additional Materials
- [] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

FINANCIAL FEDERAL 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):

- [X] No fee required.
- [] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) 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:

[] Fee paid previously with preliminary materials.

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[] 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 No.:

(3) Filing Party:

(4) Date Filed:

FINANCIAL FEDERAL CORPORATION
733 Third Avenue, 24th Floor
New York, New York 10017

November 13, 2006

Dear Stockholder:

We hereby supplement the Proxy Statement for the December 6, 2006 Annual Meeting of Stockholders of Financial Federal Corporation (the "Company") by adding the stockholder listed below to the table titled "Security Ownership of Certain Beneficial Owners and Management" on page 2 of the Proxy Statement. The Proxy Statement was mailed to stockholders commencing November 2, 2006. This supplement should be read together with the Proxy Statement.

We have enclosed another proxy card. You do not have to take any action if you already voted your shares and do not wish to change your vote. If you already voted or given your proxy and wish to change your vote please complete, date, sign and return the enclosed proxy card as soon as possible in the enclosed reply envelope or vote by telephone or Internet if permitted by your bank or broker. The Board of Directors continues to recommend that stockholders vote FOR the election of the nominees for directors, FOR the ratification of the appointment of KPMG as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2007, FOR the approval of the Amended and Restated 2001 Management Incentive Plan and FOR the approval of the 2006 Stock Incentive Plan.

Sincerely,
FINANCIAL FEDERAL CORPORATION

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Troy H. Geisser
Secretary

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SUPPLEMENT DATED NOVEMBER 13, 2006

TO PROXY STATEMENT DATED NOVEMBER 2, 2006

| Name and Address of Beneficial Owner | Number of Shares Beneficially Owned(2) | Percent of Ownership |
|---|--|----------------------|
| Lord, Abbett & Co. LLC (3) 90 Hudson Street Jersey City, NJ 07302 | 3,745,570 | 13.7 |

(2) Unless otherwise noted, each person has the sole power to vote, or direct the voting of, and power to dispose, or direct the disposition of, all shares. Beneficial ownership was determined according to the rules of the Securities and Exchange Commission and includes options that are exercisable or will become exercisable within 60 days of October 20, 2006 and shares of restricted stock subject to forfeiture.

(3) This information is based on the most recent Forms 13F or 13F-NT filed with the Securities and Exchange Commission.

FINANCIAL FEDERAL CORPORATION

PROXY

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES AND FOR PROPOSALS 2, 3 AND 4.

1. Election of Directors

Nominees: Lawrence B. Fisher Michael C. Palitz Paul R. Sinsheimer
Leopold Swergold H.E. Timanus, Jr. Michael J. Zimmerman

FOR all nominees listed above (except as marked to the contrary) WITHHOLD AUTHORITY to vote for all nominees listed above

INSTRUCTIONS: To withhold authority for an individual nominee, strike a line through that nominee's name.

2. Ratifying the appointment of KPMG LLP as the Corporation's independent registered public accounting firm for the fiscal year ending July 31, 2007.

FOR AGAINST ABSTAIN

3. Approve the Amended and Restated 2001 Management Incentive Plan.

FOR AGAINST ABSTAIN

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4. Approve the 2006 Stock Incentive Plan.

[] FOR [] AGAINST [] ABSTAIN

(Continued on reverse side)

FINANCIAL FEDERAL CORPORATION

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS FOR THE ANNUAL MEETING TO BE HELD ON DECEMBER 6, 2006

The undersigned stockholder of Financial Federal Corporation (the "Corporation") hereby appoints Paul R. Sinsheimer and Troy H. Geisser, or either of them, with full power of substitution, as proxies for the undersigned to attend and act for and on behalf of the undersigned at the Annual Meeting of Stockholders of the Corporation to be held at 270 Park Avenue, New York, New York on December 6, 2006 at 09:30 a.m., and at any adjournment thereof, to the same extent and with the same power as if the undersigned were present in person thereat and with authority to vote and act in such proxyholder's discretion with respect to other matters which may properly come before the Meeting. Such proxyholder is specifically directed to vote or withhold from voting the shares registered in the name of the undersigned as indicated on the reverse side.

Dated: _____, 2006

(Signature)

(Signature, if held jointly)

The signature on this Proxy should correspond exactly with stockholder's name as printed to the left. In the case of joint tenancies, co-executors, or co-trustees, both should sign. Persons signing as Attorney, Executor, Trustee, Administrator or Guardian should give their full title.

Please Mark, Sign, Date and Return this Proxy Card Promptly Using the Enclosed Envelope.